AMENDMENT TO THE CLAIMS

- **Format of Claim Amendments**

Applicant has amended the claims as indicated below. Pursuant to the revised format to 37 C.F.R. 1.121 which is planned to be officially adopted by the USPTO in July of 2003, and which in now permitted by the office pursuant to the USPTO's release of January 31, 2003, Applicants herein submit only one version of the claims with markings to show changes. A detailed listing of all claims that are, or were in the application, are presented.

- **Statement with Respect to Scope of Amended and Non-Amended Claims**

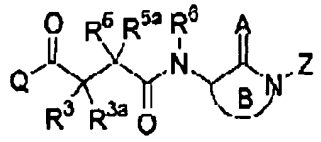
Amendments to, cancellation of, and additions to, the claims are made in order to streamline prosecution of the case to embodiments that are presently anticipated to be of commercial significance, and are not made for a purpose of patentability. Any amendment, cancellation or addition made herein should not be construed in any manner as indicating Applicants' surrender of any subject matter of the application, or surrender of any equivalent to any element asserted in one or more claims. Applicants do not concede that the scope of the claims set forth below fail to extend as far as the original claims. Furthermore, any narrowing which may be evinced with respect to subject matter covered by the claims as a whole, or by one or more claims of the appended claims, when compared to claims previously in the application, should not be interpreted as indicating that the Applicants have generally disclaimed the territory between the original claimed subject matter and the amended claimed subject matter. Applicants intend each term of the claims set forth below to be read with respect to the full-breadth of the language of the claims and not to be confined to a strict literal read of amended terms. Amended claims elements are to be construed to include substantial equivalents known to those of ordinary skill in the art. Applicants assert that the amendments are made without prejudice and reserve all rights to prosecute any canceled claims, and claims preceding any amendment, and other disclosed (but not presently claimed) embodiments in the application, in future continuation applications, divisional applications, continuation-in-part applications,

continuing prosecution applications, requests for continuing examination, re examination applications and any other application claiming priority from or through the present application.

COMPLETE LIST OF CLAIMS THAT ARE OR HAVE BEEN BEFORE THE OFFICE AFTER ENTRANCE OF THE AMENDMENTS MADE HEREIN

(See next page)

1. (CURRENTLY AMENDED) A compound of Formula (I):



(I)

or a pharmaceutically acceptable salt thereof, wherein:

A is O or S;

Q is $-NR^1R^2$;

R^1 is selected from: H and C_1-C_6 alkyl;

~~R2~~ R^2 is independently selected from H and ~~C1-C6~~ C_1-C_6 alkyl;

R^3 is $-(CR^7R^{7a})_n-R^4$,
$-(CR^7R^{7a})_n-S-(CR^7R^{7a})_m-R^4$,
$-(CR^7R^{7a})_n-O-(CR^7R^{7a})_m-R^4$,
$(CR^7R^{7a})_n-N(R^{7b})-(CR^7R^{7a})_m-R^4$,
$-(CR^7R^{7a})_n-S(=O)-(CR^7R^{7a})_m R^4$,
$(CR^7R^{7a})_n S(=O)_2 (CR^7R^{7a})_m R^4$,
$-(CR^7R^{7a})_n-C(=O)-(CR^7R^{7a})_m-R^4$,
$(CR^7R^{7a})_n N(R^{7b})C(=O) (CR^7R^{7a})_m-R^4$,
$-(CR^7R^{7a})_n-C(=O)N(R^{7b})-(CR^7R^{7a})_m-R^4$,
$-(CR^7R^{7a})_n-N(R^{7b})S(=O)_2-(CR^7R^{7a})_m-R^4$, or
$-(CR^7R^{7a})_n-S(=O)_2N(R^{7b})-(CR^7R^{7a})_m-R^4$;

n is 0, 1, 2, or 3;

m is 0, 1, 2, or 3;

R^{3a} is H, OH, C_1-C_4 alkyl, C_1-C_4 alkoxy, C_2-C_4 alkenyl or C_2-C_4 alkenyloxy;

R^4 is H, OH, OR^{14a},
C_1-C_6 alkyl substituted with 0-3 R^{4a},
C_2-C_6 alkenyl substituted with 0-3 R^{4a},
C_2-C_6 alkynyl substituted with 0-3 R^{4a},
C_3-C_{10} carbocycle substituted with 0-3 R^{4b},
C_6-C_{10} aryl substituted with 0-3 R^{4b}, or
5 to 10 membered heterocycle containing 1 to 4 heteroatoms selected from nitrogen, oxygen, and sulphur, wherein said 5 to 10 membered heterocycle is substituted with 0-3 R^{4b};

R^{4a}, at each occurrence, is independently selected from H, F, Cl, Br, I, CF_3,
C_3-C_{10} carbocycle substituted with 0-3 R^{4b},
C_6-C_{10} aryl substituted with 0-3 R^{4b}, or
5 to 10 membered heterocycle containing 1 to 4 heteroatoms selected from nitrogen, oxygen, and sulphur, wherein said 5 to 10 membered heterocycle is substituted with 0-3 R^{4b};

R^{4b}, at each occurrence, is independently selected from H, OH, Cl, F, Br, I, CN, NO_2,
$NR^{15}R^{16}$, CF_3, acetyl, SCH_3, $S(=O)CH_3$, $S(=O)_2CH_3$,
C_1-C_6 alkyl, C_1-C_4 alkoxy, C_1-C_4 haloalkyl,
C_1-C_4 haloalkoxy, and C_1-C_4 haloalkyl-S-;

R^5 is H, OR^{14};
C_1-C_6 alkyl substituted with 0-3 R^{5b};
C_1-C_6 alkoxy substituted with 0-3 R^{5b};
C_2-C_6 alkenyl substituted with 0-3 R^{5b};
C_2-C_6 alkynyl substituted with 0-3 R^{5b};
C_3-C_{10} carbocycle substituted with 0-3 R^{5c};
C_6-C_{10} aryl substituted with 0-3 R^{5c}; or

5 to 10 membered heterocycle containing 1 to 4 heteroatoms selected from nitrogen, oxygen, and sulphur, wherein said 5 to 10 membered heterocycle is substituted with 0-3 R^{5c};

R^{5a} is H, OH, C_1-C_4 alkyl, C_1-C_4 alkoxy, C_2-C_4 alkenyl, or C_2-C_4 alkenyloxy;

R^{5b}, at each occurrence, is independently selected from:
H, C_1-C_6 alkyl, CF_3, OR^{14}, Cl, F, Br, I, =O, CN, NO_2, $NR^{15}R^{16}$;
C_3-C_{10} carbocycle substituted with 0-3 R^{5c};
C_6-C_{10} aryl substituted with 0-3 R^{5c}; or
5 to 10 membered heterocycle containing 1 to 4 heteroatoms selected from nitrogen, oxygen, and sulphur, wherein said 5 to 10 membered heterocycle is substituted with 0-3 R^{5c};

R^{5c}, at each occurrence, is independently selected from H, OH, Cl, F, Br, I, CN, NO_2, $NR^{15}R^{16}$, CF_3, acetyl, SCH_3, $S(=O)CH_3$, $S(=O)_2CH_3$, C_1-C_6 alkyl, C_1-C_4 alkoxy, C_1-C_4 haloalkyl, C_1-C_4 haloalkoxy, and C_1-C_4 haloalkyl-S-;

R^6 is H;
C_1-C_6 alkyl substituted with 0-3 R^{6a};
C_3-C_{10} carbocycle substituted with 0-3 R^{6b}; or
C_6-C_{10} aryl substituted with 0-3 R^{6b};

R^{6a}, at each occurrence, is independently selected from H, C_1-C_6 alkyl, OR^{14}, Cl, F, Br, I, =O, CN, NO_2, $NR^{15}R^{16}$, aryl or CF_3;

R^{6b}, at each occurrence, is independently selected from H, OH, Cl, F, Br, I, CN, NO_2, $NR^{15}R^{16}$, CF_3, C_1-C_6 alkyl, C_1-C_4 alkoxy, C_1-C_4 haloalkyl, and C_1-C_4 haloalkoxy;

R^7, at each occurrence, is independently selected from H, OH, Cl, F, Br, I, CN, NO_2, CF_3, phenyl and C_1-C_4 alkyl;

R^{7a}, at each occurrence, is independently selected from H, OH, Cl, F, Br, I, CN, NO_2, CF_3, and C_1-C_4 alkyl;

R^{7b} is independently selected from H and C_1-C_4 alkyl;

Ring B is a 7 membered lactam or thiolactam,

wherein the lactam is 2-oxo-azepinyl or thiolactam is 2-thioxo azepinyl;

wherein each additional lactam carbon or thiolactam carbon is substituted with 0-2 R^{11};

provided two R^{11} substituents are present on adjacent atoms and are combined to form a benzo fused radical; wherein said benzo fused radical is substituted with 0-4 R^{13};

and,

wherein the lactam or thiolactam contains a heteroatom selected from -N=, -NH-, and -N(R^{10}) ;

R^{10} is H, C(=O)R^{17}, C(=O)OR^{17}, C(=O)N$R^{18}R^{19}$, S(=O)$_2$N$R^{18}R^{19}$, S(=O)$_2R^{17}$;

C_1-C_6 alkyl optionally substituted with 0-3 R^{10a};

C_6-C_{10} aryl substituted with 0-4 R^{10b};

C_3-C_{10} carbocycle substituted with 0-3 R^{10b}; or

5 to 10 membered heterocycle containing 1 to 4 heteroatoms selected from nitrogen, oxygen, and sulphur, wherein said 5 to 10 membered heterocycle is substituted with 0-3 R^{10b};

R^{10a}, at each occurrence, is independently selected from H, C_1-C_6 alkyl, OR^{14}, Cl, F, Br, I, =O, CN, NO_2, $NR^{15}R^{16}$, CF_3, or aryl substituted with 0-4 R^{10b};

R^{10b}, at each occurrence, is independently selected from H, OH, C_1-C_6 alkyl, C_1-C_4 alkoxy, Cl, F, Br, I, CN, NO_2, $NR^{15}R^{16}$, CF_3, acetyl, SCH_3, S(=O)CH_3, S(=O)$_2CH_3$, C_1-C_6 alkyl, C_1-C_4 alkoxy, C_1-C_4 haloalkyl, C_1-C_4 haloalkoxy, and C_1-C_4 haloalkyl S ;

R^{11}, at each occurrence, is independently selected from

H, C_1-C_4 alkoxy, Cl, F, Br, I, CN, NO_2, $NR^{18}R^{19}$, $C(=O)R^{17}$, $C(=O)OR^{17}$, $C(=O)NR^{18}R^{19}$, $S(=O)_2NR^{18}R^{19}$, CF_3;

C_1-C_6 alkyl optionally substituted with 0-3 R^{11a};

C_6-C_{10} aryl substituted with 0-3 R^{11b};

C_3-C_{10} carbocycle substituted with 0-3 R^{11b}; or

5 to 10 membered heterocycle containing 1 to 4 heteroatoms selected from nitrogen, oxygen, and sulphur, wherein said 5 to 10 membered heterocycle is substituted with 0-3 R^{11b};

R^{11a}, at each occurrence, is independently selected from

H, C_1-C_6 alkyl, OR^{14}, Cl, F, Br, I, =O, CN, NO_2, $NR^{15}R^{16}$, CF_3;

phenyl substituted with 0-3 R^{11b};

C_3-C_6 cycloalkyl substituted with 0-3 R^{11b}; and

5 to 6 membered heterocycle containing 1 to 4 heteroatoms selected from nitrogen, oxygen, and sulphur, wherein said 5 to 6 membered heterocycle is substituted with 0-3 R^{11b};

R^{11b}, at each occurrence, is independently selected from H, OH, Cl, F, Br, I, CN, NO_2, $NR^{15}R^{16}$, CF_3, acetyl, SCH_3, $S(=O)CH_3$, $S(=O)_2CH_3$,

C_1-C_6 alkyl, C_1-C_4 alkoxy, C_1-C_4 haloalkyl,

C_1-C_4 haloalkoxy, and C_1-C_4 haloalkyl-S-;

Z is H;

C_1-C_8 alkyl substituted with 1-3 R^{12};

C_2-C_4 alkenyl substituted with 1-3 R^{12};

C_2-C_4 alkynyl substituted with 1-3 R^{12};

C_1-C_8 alkyl substituted with 0-3 R^{12a};

C_2-C_4 alkenyl substituted with 0-3 R^{12a};

C_2-C_4 alkynyl substituted with 0-3 R^{12a};

C_6-C_{10} aryl substituted with 0-4 R^{12b};

C_3-C_{10} carbocycle substituted with 0-4 R^{12b}; or

5 to 10 membered heterocycle containing 1 to 4 heteroatoms selected from nitrogen, oxygen, and sulphur, wherein said 5 to 10 membered heterocycle is substituted with 0-3 R^{12b};

R^{12}, at each occurrence, is independently selected from
C_6-C_{10} aryl substituted with 0 4 R^{12b};
C_3-C_{10} carbocycle substituted with 0-4 R^{12b}; or
5 to 10 membered heterocycle containing 1 to 4 heteroatoms selected from nitrogen, oxygen, and sulphur, wherein said 5 to 10 membered heterocycle is substituted with 0-3 R^{12b};

R^{12a}, at each occurrence, is independently selected from
H, OH, Cl, F, Br, I, CN, NO_2, $NR^{15}R^{16}$, $-C(=O)NR^{15}R^{16}$, CF_3, acetyl, SCH_3, $S(=O)CH_3$, $S(=O)_2CH_3$,
C_1-C_6 alkyl, C_1-C_4 alkoxy, C_1-C_4 haloalkyl,
C_1-C_4 haloalkoxy, or C_1-C_4 haloalkyl-S-;

R^{12b}, at each occurrence, is independently selected from
H, OH, Cl, F, Br, I, CN, NO_2, $NR^{15}R^{16}$, CF_3, acetyl, SCH_3, $S(=O)CH_3$, $S(=O)_2CH_3$,
C_1-C_6 alkyl, C_1-C_4 alkoxy, C_1-C_4 haloalkyl,
C_1-C_4 haloalkoxy, and C_1-C_4 haloalkyl-S-;

R^{13}, at each occurrence, is independently selected from
H, OH, C_1-C_6 alkyl, C_1-C_4 alkoxy, Cl, F, Br, I, CN, NO_2, $NR^{15}R^{16}$, and CF_3;

R^{14} is H, phenyl, benzyl, C_1-C_6 alkyl, C_2-C_6 alkoxyalkyl, or C_3-C_6 cycloalkyl;

R^{14a} is H, phenyl, benzyl, or C_1-C_4 alkyl;

R^{15}, at each occurrence, is independently selected from H, C_1-C_6 alkyl, benzyl, phenethyl, (C_1 C_6 alkyl) C(=O) , and (C_1-C_6 alkyl)-S(=O)2-;

R^{16}, at each occurrence, is independently selected from

H, OH, C_1-C_6 alkyl, benzyl, phenethyl,
(C_1-C_6 alkyl)-C(=O)-, and (C_1-C_6 alkyl) $S(=O)_2$-;

R^{17} is H, C_1-C_6 alkyl, C_2-C_6 alkoxyalkyl,
aryl substituted by 0-4 R^{17a}, or
-CH_2-aryl substituted by 0-4 R^{17a};

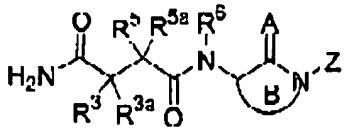
R^{17a} is H, methyl, ethyl, propyl, butyl, methoxy, ethoxy, propoxy, butoxy, -OH, F, Cl, Br, I,
CF_3, OCF_3, SCH_3, $S(O)CH_3$, SO_2CH_3, -NH_2, -$N(CH_3)_2$, or C_1-C_4 haloalkyl;

R^{18}, at each occurrence, is independently selected from
H, C_1-C_6 alkyl, phenyl, benzyl, phenethyl,
(C_1-C_6 alkyl)-C(=O)-, and (C_1-C_6 alkyl)-$S(=O)_2$-; and

R^{19}, at each occurrence, is independently selected from
H, OH, C_1-C_6 alkyl, phenyl, benzyl, phenethyl,
(C_1-C_6 alkyl)-C(=O)-, and (C_1-C_6 alkyl)-$S(=O)_2$-;

provided, when R^{13} is H,
then Z is H;
C_4-C_8 alkyl substituted with 1-3 R^{12};
C_2-C_4 alkenyl substituted with 1-3 R^{12};
C_2-C_4 alkynyl substituted with 1-3 R^{12};
C_1-C_8 alkyl substituted with 0-3 R^{12a};
C_2-C_4 alkenyl substituted with 0-3 R^{12a}; or
C_2-C_4 alkynyl substituted with 0-3 R^{12a}.

2. (PREVIOUSLY AMENDED) A compound, according to Claim 1, of Formula (Ia):

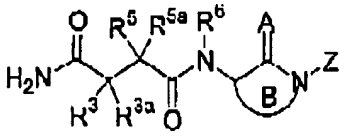


(Ia)

or a pharmaceutically acceptable salt thereof,
wherein:

Z is H;
C_1-C_8 alkyl substituted with 0-3 R^{12a};
C_2-C_4 alkenyl substituted with 0-3 R^{12a}; or
C_2-C_4 alkynyl substituted with 0-3 R^{12a}.

3. **(PREVIOUSLY AMENDED)** A compound according to Claim 2 of Formula (Ia)



(Ia)

or a pharmaceutically acceptable salt thereof,
wherein:

R^3 is $(CR^7R^{7a})_n$-R^4,
-$(CR^7R^{7a})_n$-S-$(CR^7R^{7a})_m$-R^4,
-$(CR^7R^{7a})_n$-O-$(CR^7R^{7a})_m$-R^4, or
-$(CR^7R^{7a})_n$-N(R^{7b})-$(CR^7R^{7a})_m$-R^4;

n is 0, 1, or 2;

m is 0, 1, or 2;

R^{3a} is H, OH, methyl, ethyl, propyl, butyl, methoxy, ethoxy, propoxy, butoxy, allyl, or 3-buten 1 yl;

R^4 is H, OH, OR^{14a},
C_1-C_6 alkyl substituted with 0 3 R^{4a},
C_2-C_6 alkenyl substituted with 0-3 R^{4a},

C_2 C_6 alkynyl substituted with 0-3 R^{4a},
C_3-C_{10} carbocycle substituted with 0-3 R^{4b},
C_6-C_{10} aryl substituted with 0-3 R^{4b}, or
5 to 10 membered heterocycle containing 1 to 4 heteroatoms selected from nitrogen, oxygen, and sulphur, wherein said 5 to 10 membered heterocycle is substituted with 0-3 R^{4b};

R^{4a}, at each occurrence, is independently selected from H, F, Cl, Br, I, CF_3,
C_3-C_{10} carbocycle substituted with 0-3 R^{4b},
C_6-C_{10} aryl substituted with 0-3 R^{4b}, or
5 to 10 membered heterocycle containing 1 to 4 heteroatoms selected from nitrogen, oxygen, and sulphur, wherein said 5 to 10 membered heterocycle is substituted with 0-3 R^{4b};

R^{4b}, at each occurrence, is independently selected from H, OH, Cl, F, Br, I, CN, NO_2, $NR^{15}R^{16}$, CF_3, acetyl, SCH_3, $S(=O)CH_3$, $S(=O)_2CH_3$, C_1-C_6 alkyl, C_1-C_4 alkoxy, C_1-C_4 haloalkyl, and C_1-C_4 haloalkoxy;

R^5 is H, OR^{14};
C_1-C_6 alkyl substituted with 0-3 R^{5b};
C_1-C_6 alkoxy substituted with 0-3 R^{5b};
C_2-C_6 alkenyl substituted with 0-3 R^{5b};
C_2-C_6 alkynyl substituted with 0-3 R^{5b};
C_3-C_{10} carbocycle substituted with 0-3 R^{5c};
C_6-C_{10} aryl substituted with 0-3 R^{5c}; or
5 to 10 membered heterocycle containing 1 to 4 heteroatoms selected from nitrogen, oxygen, and sulphur, wherein said 5 to 10 membered heterocycle is substituted with 0-3 R^{5c};

R^{5a} is H or C_1-C_4 alkyl;

R^{5b}, at each occurrence, is independently selected from:
H, C_1-C_6 alkyl, CF_3, OR^{14}, Cl, F, Br, I, =O, CN, NO_2, $NR^{15}R^{16}$;

C_3-C_{10} carbocycle substituted with 0-3 R^{5c};

C_6-C_{10} aryl substituted with 0-3 R^{5c}; or

5 to 10 membered heterocycle containing 1 to 4 heteroatoms selected from nitrogen, oxygen, and sulphur, wherein said 5 to 10 membered heterocycle is substituted with 0-3 R^{5c};

R^{5c}, at each occurrence, is independently selected from H, OH, Cl, F, Br, I, CN, NO_2, $NR^{15}R^{16}$, CF_3, acetyl, SCH_3, $S(=O)CH_3$, $S(=O)_2CH_3$, C_1-C_6 alkyl, C_1-C_4 alkoxy, C_1-C_4 haloalkyl, and C_1-C_4 haloalkoxy;

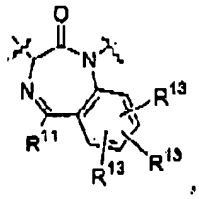
R^6 is H, methyl, or ethyl;

R^7, at each occurrence, is independently selected from H, OH, Cl, F, Br, I, CN, NO_2, CF_3, phenyl and C_1-C_4 alkyl;

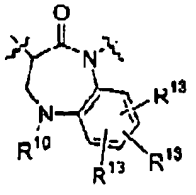
R^{7a}, at each occurrence, is independently selected from H, OH, Cl, F, Br, I, CN, NO_2, CF_3, and C_1-C_4 alkyl;

R^{7b} is independently selected from H, methyl, ethyl, propyl, and butyl;

Ring B is selected from



, and



;

R^{10} is H, $C(=O)R^{17}$, $C(=O)OR^{17}$, $C(=O)NR^{18}R^{19}$,

$S(=O)_2NR^{18}R^{19}$, $S(=O)_2R^{17}$;

C_1-C_6 alkyl optionally substituted with 0-2 R^{10a};

C_6-C_{10} aryl substituted with 0 4 R^{10b};
C_3-C_{10} carbocycle substituted with 0-3 R^{10b}; or
5 to 10 membered heterocycle containing 1 to 4 heteroatoms selected from nitrogen, oxygen, and sulphur, wherein said 5 to 10 membered heterocycle is substituted with 0-3 R^{10b};

R^{10a}, at each occurrence, is independently selected from H, C_1-C_6 alkyl, OR^{14}, Cl, F, Br, I, =O, CN, NO_2, $NR^{15}R^{16}$, CF_3, or phenyl substituted with 0-4 R^{10b};

R^{10b}, at each occurrence, is independently selected from H, OH, C_1-C_6 alkyl, C_1-C_4 alkoxy, Cl, F, Br, I, CN, NO_2, $NR^{15}R^{16}$, or CF_3;

R^{11}, at each occurrence, is independently selected from
H, C_1-C_4 alkoxy, Cl, F, Br, I, CN, NO_2, $NR^{18}R^{19}$, $C(=O)R^{17}$, $C(=O)OR^{17}$, $C(=O)NR^{18}R^{19}$, $S(=O)_2NR^{18}R^{19}$, CF_3;
C_1-C_6 alkyl optionally substituted with 0-3 R^{11a};
C_6-C_{10} aryl substituted with 0-3 R^{11b};
C_3-C_{10} carbocycle substituted with 0-3 R^{11b}; or
5 to 10 membered heterocycle containing 1 to 4 heteroatoms selected from nitrogen, oxygen, and sulphur, wherein said 5 to 10 membered heterocycle is substituted with 0-3 R^{11b};

R^{11a}, at each occurrence, is independently selected from H, C_1-C_6 alkyl, OR^{14}, Cl, F, Br, I, =O, CN, NO_2, $NR^{15}R^{16}$, CF_3, or phenyl substituted with 0-3 R^{11b};

R^{11b}, at each occurrence, is independently selected from
H, OH, Cl, F, Br, I, CN, NO_2, $NR^{15}R^{16}$, CF_3, acetyl, SCH_3, $S(=O)CH_3$, $S(=O)_2CH_3$, C_1-C_6 alkyl, C_1-C_4 alkoxy, C_1-C_4 haloalkyl, and C_1-C_4 haloalkoxy;

Z is H;
C_1-C_6 alkyl substituted with 0-3 R^{12a};
C_2-C_4 alkenyl substituted with 0-3 R^{12a}; or
C_2-C_4 alkynyl substituted with 0-3 R^{12a};

R^{12a}, at each occurrence, is independently selected from
H, OH, Cl, F, Br, I, CN, NO_2, $NR^{15}R^{16}$, CF_3, acetyl, SCH_3, $S(=O)CH_3$, $S(=O)_2CH_3$,
C_1-C_6 alkyl, C_1-C_4 alkoxy, C_1-C_4 haloalkyl, and C_1-C_4 haloalkoxy;

R^{13}, at each occurrence, is independently selected from
H, OH, C_1-C_6 alkyl, C_1-C_4 alkoxy, Cl, F, Br, I, CN, NO_2, $NR^{15}R^{16}$, and CF_3;

R^{14} is H, phenyl, benzyl, C_1-C_6 alkyl, or C_2-C_6 alkoxyalkyl;

R^{14a} is H, phenyl, benzyl, methyl, ethyl, propyl, or butyl;

R^{15}, at each occurrence, is independently selected from H, C_1-C_6 alkyl, benzyl, phenethyl, (C_1-C_6 alkyl)-C(=O)-, and (C_1-C_6 alkyl)-$S(=O)_2$-;

R^{16}, at each occurrence, is independently selected from
H, OH, C_1-C_6 alkyl, benzyl, phenethyl,
(C_1-C_6 alkyl)-C(=O)-, and (C_1-C_6 alkyl)-$S(=O)_2$-;

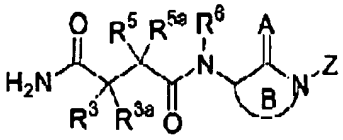
R^{17} is H, C_1-C_6 alkyl, C_2-C_6 alkoxyalkyl,
aryl substituted by 0-4 R^{17a}, or
-CH_2-aryl substituted by 0-4 R^{17a};

R^{17a} is H, methyl, ethyl, propyl, butyl, methoxy, ethoxy, propoxy, butoxy, -OH, F, Cl, Br, I,
CF_3, OCF_3, SCH_3, $S(O)CH_3$, SO_2CH_3, $-NH_2$, $-N(CH_3)_2$, or C_1-C_4 haloalkyl;

R^{18}, at each occurrence, is independently selected from
H, C_1-C_6 alkyl, phenyl, benzyl, phenethyl,
(C_1-C_6 alkyl)-C(=O)-, and (C_1-C_6 alkyl)-$S(=O)_2$-; and

R^{19}, at each occurrence, is independently selected from
H, OH, C_1-C_6 alkyl, phenyl, benzyl, phenethyl,
(C_1-C_6 alkyl) C(=O)-, and (C_1-C_6 alkyl)-$S(=O)_2$-.

4. **(PREVIOUSLY AMENDED)** A compound according to Claim 3 of Formula (Ia)



(Ia)

or a pharmaceutically acceptable salt thereof,
wherein:

R^3 is $-(CHR^7)_n-R^4$,

n is 0 or 1;

R^{3a} is H, OH, methyl, ethyl, propyl, butyl, methoxy, ethoxy, propoxy, butoxy, allyl, or 3-buten-1-yl;

R^4 is H, OH, OR^{14a},
C_1-C_4 alkyl substituted with 0-2 R^{4a},
C_2-C_4 alkenyl substituted with 0-2 R^{4a},
C_2-C_4 alkynyl substituted with 0-1 R^{4a},
C_3-C_6 carbocycle substituted with 0-3 R^{4b},
C_6-C_{10} aryl substituted with 0-3 R^{4b}, or
5 to 6 membered heterocycle containing 1 to 4 heteroatoms selected from nitrogen, oxygen, and sulphur, wherein said 5 to 6 membered heterocycle is substituted with 0-3 R^{4b};

R^{4a}, at each occurrence, is independently selected from H, F, Cl, Br, I, CF_3,
C_3-C_6 carbocycle substituted with 0-3 R^{4b},
phenyl substituted with 0-3 R^{4b}, or

5 to 6 membered heterocycle containing 1 to 4 heteroatoms selected from nitrogen, oxygen, and sulphur, wherein said 5 to 6 membered heterocycle is substituted with 0-3 R^{4b};

R^{4b}, at each occurrence, is independently selected from H, OH, Cl, F, Br, I, CN, NO_2, $NR^{15}R^{16}$, CF_3, acetyl, SCH_3, $S(=O)CH_3$, $S(=O)_2CH_3$, C_1-C_4 alkyl, C_1-C_3 alkoxy, C_1-C_2 haloalkyl, and C_1-C_2 haloalkoxy;

R^5 is H, OR^{14};
C_1-C_4 alkyl substituted with 0-3 R^{5b};
C_2-C_4 alkenyl substituted with 0-3 R^{5b};
C_2-C_4 alkynyl substituted with 0-3 R^{5b};

R^{5a} is H, methyl, ethyl, propyl, or butyl;

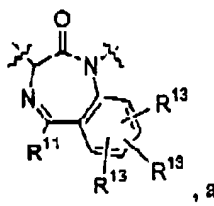
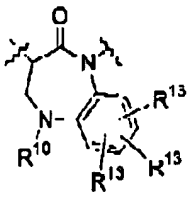
R^{5b}, at each occurrence, is independently selected from:
H, methyl, ethyl, propyl, butyl, CF_3, OR^{14}, Cl, F, Br, I, =O;
C_3-C_6 carbocycle substituted with 0-3 R^{5c};
phenyl substituted with 0-3 R^{5c}; or
5 to 6 membered heterocycle containing 1 to 4 heteroatoms selected from nitrogen, oxygen, and sulphur, wherein said 5 to 6 membered heterocycle is substituted with 0-3 R^{5c};

R^{5c}, at each occurrence, is independently selected from H, OH, Cl, F, Br, I, CN, NO_2, $NR^{15}R^{16}$, CF_3, acetyl, SCH_3, $S(=O)CH_3$, $S(=O)_2CH_3$, C_1-C_4 alkyl, C_1-C_3 alkoxy, C_1-C_2 haloalkyl, and C_1-C_2 haloalkoxy;

R^6 is H;

R^7, at each occurrence, is independently selected from H, F, CF_3, methyl, and ethyl;

Ring B is selected from


, and

;

R^{10} is H, $C(=O)R^{17}$, $C(=O)OR^{17}$;
C_1-C_4 alkyl optionally substituted with 0-1 R^{10a};
phenyl substituted with 0-4 R^{10b};
C_3-C_6 carbocycle substituted with 0-3 R^{10b}; or
5 to 6 membered heterocycle containing 1 to 4 heteroatoms selected from nitrogen, oxygen, and sulphur, wherein said 5 to 6 membered heterocycle is substituted with 0-3 R^{10b};

R^{10a} is selected from H, C_1-C_3 alkyl, OR^{14}, Cl, F, Br, I, =O, CN, NO_2, $NR^{15}R^{16}$, CF_3, or phenyl substituted with 0-4 R^{10b};

R^{10b}, at each occurrence, is independently selected from H, OH, C_1-C_4 alkyl, C_1-C_3 alkoxy, Cl, F, Br, I, CN, NO_2, $NR^{15}R^{16}$, or CF_3;

R^{11} is selected from
H, C_1-C_4 alkoxy, Cl, F, $NR^{18}R^{19}$, $C(=O)R^{17}$, $C(=O)OR^{17}$, CF_3;
C_1-C_6 alkyl optionally substituted with 0-3 R^{11a};
C_6-C_{10} aryl substituted with 0-3 R^{11b};
C_3-C_6 carbocycle substituted with 0-3 R^{11b}; or
5 to 6 membered heterocycle containing 1 to 4 heteroatoms selected from nitrogen, oxygen, and sulphur, wherein said 5 to 6 membered heterocycle is substituted with 0-3 R^{11b};

R^{11a}, at each occurrence, is independently selected from H, C_1-C_4 alkyl, OR^{14}, F, =O, $NR^{15}R^{16}$, CF_3, or phenyl substituted with 0-3 R^{11b};

R^{11b}, at each occurrence, is independently selected from H, OH, Cl, F, $NR^{15}R^{16}$, CF_3, C_1-C_4 alkyl, C_1-C_3 alkoxy, C_1 C_2 haloalkyl, and C_1-C_2 haloalkoxy;

Z is H;
C_1-C_4 alkyl substituted with 0-3 R^{12a};
C_2-C_4 alkenyl substituted with 0-3 R^{12a}; or
C_2-C_4 alkynyl substituted with 0-3 R^{12a};

R^{12a}, at each occurrence, is independently selected from
H, OH, Cl, F, $NR^{15}R^{16}$, CF_3, acetyl, SCH_3, $S(=O)CH_3$, $S(=O)_2CH_3$, C_1-C_4 alkyl, C_1-C_3 alkoxy, C_1-C_2 haloalkyl, and C_1-C_2 haloalkoxy;

R^{13}, at each occurrence, is independently selected from
H, OH, C_1-C_6 alkyl, C_1-C_4 alkoxy, Cl, F, Br, I, CN, NO_2, $NR^{15}R^{16}$, and CF_3;

R^{14} is H, phenyl, benzyl, C_1-C_4 alkyl, or C_2-C_4 alkoxyalkyl;

R^{15}, at each occurrence, is independently selected from H, C_1-C_4 alkyl, benzyl, phenethyl, (C_1-C_4 alkyl)-C(=O)-, and (C_1-C_4 alkyl)-$S(=O)_2$-;

R^{16}, at each occurrence, is independently selected from
H, OH, C_1-C_4 alkyl, benzyl, phenethyl,
(C_1-C_4 alkyl)-C(=O)-, and (C_1-C_4 alkyl)-$S(=O)_2$-;

R^{17} is H, methyl, ethyl, propyl, butyl, methoxymethyl, ethoxymethyl, methoxyethyl, ethoxyethyl,
phenyl substituted by 0-3 R^{17a}, or
-CH_2-phenyl substituted by 0-3 R^{17a};

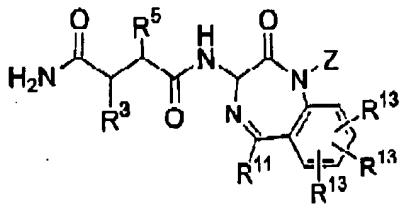
R^{17a} is H, methyl, methoxy, -OH, F, Cl, CF_3, or OCF_3;

R^{18}, at each occurrence, is independently selected from
H, methyl, ethyl, propyl, butyl, phenyl, benzyl, and phenethyl; and

R^{19}, at each occurrence, is independently selected from
H, methyl, and ethyl.

5. (Canceled)

6. (Previously Amended) A compound according to Claim 4 of Formula (Ic):



(Ic)

or a pharmaceutically acceptable salt thereof
wherein

R^3 is R^4,

R^4 is C_1-C_4 alkyl substituted with 0-1 R^{4a},
C_2-C_4 alkenyl substituted with 0-1 R^{4a}, or
C_2-C_4 alkynyl substituted with 0-1 R^{4a};

R^{4a} is selected from
H, F, CF_3,
C_3-C_6 carbocycle substituted with 0-3 R^{4b},
phenyl substituted with 0-3 R^{4b}, or
5 to 6 membered heterocycle containing 1 to 4 heteroatoms selected from nitrogen, oxygen, and sulphur, wherein said 5 to 6 membered heterocycle is substituted with 0-3 R^{4b}; wherein said 5 to 6 membered heterocycle is selected from pyridinyl,

pyrimidinyl, triazinyl, furanyl, thienyl, thiazolyl, pyrrolyl, piperazinyl, piperidinyl, pyrazolyl, imidazolyl, oxazolyl, isoxazolyl, and tetrazolyl;

R^{4b}, at each occurrence, is independently selected from H, OH, Cl, F, $NR^{15}R^{16}$, CF_3, acetyl, SCH_3, $S(=O)CH_3$, $S(=O)_2CH_3$, methyl, ethyl, propyl, butyl, methoxy, ethoxy, propoxy, C_1-C_2 haloalkyl, and C_1-C_2 haloalkoxy;

R^5 is C_1 C_4 alkyl substituted with 0-1 R^{5b};
C_2-C_4 alkenyl substituted with 0-1 R^{5b};
C_2-C_4 alkynyl substituted with 0-1 R^{5b};

R^{5b} is selected from:
H, methyl, ethyl, propyl, butyl, CF_3, OR^{14}, =O;
C_3-C_6 carbocycle substituted with 0-2 R^{5c};
phenyl substituted with 0 3 R^{5c}; or
5 to 6 membered heterocycle containing 1 to 4 heteroatoms selected from nitrogen, oxygen, and sulphur, wherein said 5 to 6 membered heterocycle is substituted with 0-3 R^{5c}; wherein said 5 to 6 membered heterocycle is selected from pyridinyl, pyrimidinyl, triazinyl, furanyl, thienyl, thiazolyl, pyrrolyl, piperazinyl, piperidinyl, pyrazolyl, imidazolyl, oxazolyl, isoxazolyl, and tetrazolyl;

R^{5c}, at each occurrence, is independently selected from H, OH, Cl, F, $NR^{15}R^{16}$, CF_3, acetyl, SCH_3, $S(=O)CH_3$, $S(=O)_2CH_3$, methyl, ethyl, propyl, butyl, methoxy, ethoxy, propoxy, C_1-C_2 haloalkyl, and C_1-C_2 haloalkoxy;

R^{11} is selected from
H, $NR^{18}R^{19}$, CF_3;
C_1-C_4 alkyl optionally substituted with 0-1 R^{11a};
phenyl substituted with 0-3 R^{11b};
C_3-C_6 carbocycle substituted with 0-3 R^{11b}; and
5 to 6 membered heterocycle containing 1 to 4 heteroatoms selected from nitrogen, oxygen, and sulphur, wherein said 5 to 6 membered heterocycle is substituted with 0-3 R^{11b}; wherein said 5 to 6 membered heterocycle is selected from pyridinyl,

pyrimidinyl, triazinyl, furanyl, thienyl, thiazolyl, pyrrolyl, piperazinyl, piperidinyl, pyrazolyl, imidazolyl, oxazolyl, isoxazolyl, and tetrazolyl;

R^{11a} is selected from H, C_1-C_4 alkyl, OR^{14}, F, =O, $NR^{15}R^{16}$, CF_3, or phenyl substituted with 0-3 R^{11b};

R^{11b}, at each occurrence, is independently selected from H, OH, Cl, F, $NR^{15}R^{16}$, CF_3, methyl, ethyl, propyl, butyl, methoxy, ethoxy, propoxy, C_1-C_2 haloalkyl, and C_1-C_2 haloalkoxy;

Z is H;
C_1-C_4 alkyl substituted with 0-3 R^{12a};
C_2-C_4 alkenyl substituted with 0-3 R^{12a}; or
C_2-C_4 alkynyl substituted with 0-3 R^{12a};

R^{12a}, at each occurrence, is independently selected from
H, OH, Cl, F, $NR^{15}R^{16}$, CF_3, acetyl, SCH_3, $S(=O)CH_3$, $S(=O)_2CH_3$, methyl, ethyl, propyl, butyl, methoxy, ethoxy, propoxy, C_1-C_2 haloalkyl, and C_1-C_2 haloalkoxy;

R^{13}, at each occurrence, is independently selected from
H, OH, methyl, ethyl, propyl, butyl, methoxy, ethoxy, Cl, F, Br, CN, $NR^{15}R^{16}$, and CF_3;

R^{14} is H, phenyl, benzyl, methyl, ethyl, propyl, or butyl;

R^{15}, at each occurrence, is independently selected from H, methyl, ethyl, propyl, and butyl;

R^{16}, at each occurrence, is independently selected from
H, OH, methyl, ethyl, propyl, butyl, benzyl, phenethyl, methyl-C(=O)-, ethyl-C(=O)-, methyl-$S(=O)_2$-, and ethyl-$S(=O)_2$-;

R^{18}, at each occurrence, is independently selected from
H, methyl, ethyl, propyl, butyl, phenyl, benzyl, and phenethyl; and

R^{19}, at each occurrence, is independently selected from

H, methyl, and ethyl.

7. - 9 **(Canceled)**

10. **(Currently Amended)** A compound, according to Claim 6, wherein:

R^3 is $-CH_3$, $-CH_2CH_3$, $-CH_2CH_2CH_3$, $-CH_2CH_2CH_2CH_3$,
$-CH(CH_3)_2$, $-CH(CH_3)CH_2CH_3$, $-CH_2CH(CH_3)_2$,
$-CH_2CF_3$, $-CH_2CH_2CF_3$, $-CH_2CH_2CH_2CF_3$,
$-CH=CH_2$, $-CH_2CH=CH_2$, $-CH_2C(CH_3)=CH_2$,
$-CH_2CH_2CH=CH_2$,
cis-$CH_2CH=CH(CH_3)$,
trans-$CH_2CH=CH(CH_3)$,
$-C\equiv CH$, $-CH_2C\equiv CH$, $-CH_2C\equiv C(CH_3)$ ~~$-CH_2C\equiv CH$, $-CH_2C\equiv C(CH_3)$~~,
cyclopropyl-CH_2-, cyclobutyl-CH_2-, cyclopentyl-CH_2-, cyclohexyl-CH_2-, cyclopropyl
CH_2CH_2-,
cyclobutyl CH_2CH_2-, cyclopentyl-CH_2CH_2-,
cyclohexyl CH_2CH_2-, phenyl-CH_2-,
(2 F-phenyl)CH_2-, (3-F-phenyl)CH_2-, (4-F-phenyl)CH_2-,
(2-Cl-phenyl)CH_2-, (3-Cl-phenyl)CH_2-, (4-Cl-phenyl)CH_2-,
(2,3-diF-phenyl)CH_2-, (2,4-diF-phenyl)CH_2-,
(2,5-diF-phenyl)CH_2-, (2,6-diF-phenyl)CH_2-,
(3,4-diF-phenyl)CH_2-, (3,5-diF-phenyl)CH_2 ,
(2,3-diCl-phenyl)CH_2-, (2,4 diCl-phenyl)CH_2-,
(2,5-diCl-phenyl)CH_2 , (2,6-diCl-phenyl)CH_2-,
(3,4-diCl-phenyl)CH_2-, (3,5-diCl-phenyl)CH_2-,
(3-F-4-Cl-phenyl)CH_2-, (3-F-5-Cl-phenyl)CH_2-,
(3-Cl-4-F-phenyl)CH_2-, phenyl-CH_2CH_2-,
(2-F-phenyl)CH_2CH_2-, (3-F-phenyl)CH_2CH_2 ,
(4-F-phenyl)CH_2CH_2-, (2-Cl-phenyl)CH_2CH_2-,
(3-Cl phenyl)CH_2CH_2-, (4-Cl-phenyl)CH_2CH_2-,

(2,3-diF-phenyl)CH_2CH_2-, (2,4-diF-phenyl)CH_2CH_2-,
(2,5-diF-phenyl)CH_2CH_2-, (2,6-diF-phenyl)CH_2CH_2-,
(3,4-diF-phenyl)CH_2CH_2-, (3,5-diF-phenyl)CH_2CH_2-,
(2,3-diCl-phenyl)CH_2CH_2-, (2,4-diCl-phenyl)CH_2CH_2-,
(2,5-diCl-phenyl)CH_2CH_2-, (2,6-diCl-phenyl)CH_2CH_2-,
(3,4-diCl-phenyl)CH_2CH_2-, (3,5-diCl-phenyl)CH_2CH_2-,
(3-F-4-Cl-phenyl)CH_2CH_2-, or (3-F-5-Cl-phenyl)CH_2CH_2-,

R^5 is -CH_3, -CH_2CH_3, -$CH_2CH_2CH_3$, -$CH(CH_3)_2$, -$CH_2CH_2CH_2CH_3$,
-$CH(CH_3)CH_2CH_3$, -$CH_2CH(CH_3)_2$, -$CH_2C(CH_3)_3$,
-$CH_2CH_2CH_2CH_2CH_3$, -$CH(CH_3)CH_2CH_2CH_3$, -$CH_2CH(CH_3)CH_2CH_3$,
-$CH_2CH_2CH(CH_3)_2$, -$CH(CH_2CH_3)_2$, -CH_2CF_3, -$CH_2CH_2CF_3$,
-$CH_2CH_2CH_2CF_3$, -$CH_2CH_2CH_2CH_2CF_3$, -$CH{=}CH_2$, -$CH_2CH{=}CH_2$,
-$CH{=}CHCH_3$, cis-$CH_2CH{=}CH(CH_3)$, trans-$CH_2CH{=}CH(CH_3)$,
trans-$CH_2CH{=}CH(C_6H_5)$, -$CH_2CH{=}C(CH_3)_2$, cis-$CH_2CH{=}CHCH_2CH_3$,
trans-$CH_2CH{=}CHCH_2CH_3$, cis-$CH_2CH_2CH{=}CH(CH_3)$,
trans-$CH_2CH_2CH{=}CH(CH_3)$, trans-$CH_2CH{=}CHCH_2(C_6H_5)$,
-C≡CH, -CH_2C≡CH, -CH_2C≡C(CH_3), -CH_2C≡C(C_6H_5),
-CH_2CH_2C≡CH, -CH_2CH_2C≡C(CH_3), -CH_2CH_2C≡C(C_6H_5),
~~-C≡CH, -CH_2C≡CH, -CH_2C≡C(CH_3), -CH_2C≡C(C_6H_5),~~
~~-CH_2CH_2C≡CH, -CH_2CH_2C≡C(CH_3), -CH_2CH_2C≡C(C_6H_5),~~
cyclopropyl-CH_2 , cyclobutyl-CH_2-, cyclopentyl-CH_2-,
cyclohexyl-CH_2-, (2-CH_3-cyclopropyl)CH_2-,
(3-CH_3-cyclobutyl)CH_2-,
cyclopropyl-CH_2CH_2-, cyclobutyl-CH_2CH_2-,
cyclopentyl-CH_2CH_2-, cyclohexyl-CH_2CH_2-,
(2-CH_3-cyclopropyl)CH_2CH_2-, (3-CH_3-cyclobutyl)CH_2CH_2-,
phenyl-CH_2-, (2-F-phenyl)CH_2-, (3-F-phenyl)CH_2-,
(4-F-phenyl)CH_2-, furanyl CH_2-, thienyl-CH_2-,
pyridyl-CH_2-, 1-imidazolyl-CH_2-, oxazolyl-CH_2-,
isoxazolyl-CH_2-,
phenyl-CH_2CH_2-, (2-F-phenyl)CH_2CH_2-, (3-F-phenyl)CH_2CH_2-,
(4-F-phenyl)CH_2CH_2-, furanyl-CH_2CH_2 , thienyl-CH_2CH_2-,
pyridyl CH_2CH_2-, 1-imidazolyl-CH_2CH_2-, oxazolyl-CH_2CH_2-,

isoxazolyl-CH_2CH_2-;

Z is methyl, ethyl, i-propyl, n-propyl, n-butyl, i-butyl, s-butyl, t-butyl, or allyl;

~~R^{10} is H, methyl, ethyl, phenyl, benzyl, phenethyl,~~
~~4-F-phenyl, (4-F-phenyl)CH_2-, (4-F-phenyl)CH_2CH_2-,~~
~~4-Cl-phenyl, (4-Cl-phenyl)CH_2-, (4-Cl-phenyl)CH_2CH_2-,~~
~~4-CH_3-phenyl, (4-CH_3-phenyl)CH_2-, (4-CH_3-phenyl)CH_2CH_2-,~~
~~4-CF_3-phenyl, (4-CF_3-phenyl)CH_2-, or~~
~~(4-CF_3-phenyl)CH_2CH_2-;~~

R^{11}, at each occurrence, is independently selected from
H, [[=O]], methyl, ethyl, phenyl, benzyl, phenethyl,
4-F-phenyl, (4-F-phenyl)CH_2-, (4-F-phenyl)CH_2CH_2-,
3-F-phenyl, (3-F-phenyl)CH_2-, (3-F-phenyl)CH_2CH_2-,
2-F-phenyl, (2-F-phenyl)CH_2-, (2-F-phenyl)CH_2CH_2-,
4-Cl-phenyl, (4-Cl-phenyl)CH_2-, (4-Cl-phenyl)CH_2CH_2-,
3-Cl-phenyl, (3-Cl-phenyl)CH_2-, (3-Cl-phenyl)CH_2CH_2-,
4-CH_3-phenyl, (4-CH_3 phenyl)CH_2-, (4-CH_3-phenyl)CH_2CH_2-,
3-CH_3-phenyl, (3-CH_3-phenyl)CH_2-, (3-CH_3-phenyl)CH_2CH_2-,
4-CF_3-phenyl, (4-CF_3-phenyl)CH_2-, (4-CF_3-phenyl)CH_2CH_2-,
pyrid-2-yl, pyrid-3-yl, or pyrid-4-yl, and

R^{13}, at each occurrence, is independently selected from
H, F, Cl, OH, -CH_3, -CH_2CH_3, -OCH_3, or -CF_3.

11. (PREVIOUSLY AMENDED) A compound according to Claim 2 selected from:

(2R,3S) N1-[1,3-dihydro-1-methyl 2 oxo-5-phenyl-2H-1,4-benzodiazepin-3-yl]-2-(2-methylpropyl) 3-allyl-butanediamide;

(2R,3S) N1-[1,3-dihydro-1-methyl-2-oxo-5-phenyl-2H-1,4-benzodiazepin 3 yl]-2-(2-methylpropyl)-3-propyl-butanediamide;

(2R,3S) N1-[(3S) 1,3-dihydro-1-methyl-2-oxo-5-phenyl-2H-1,4-benzodiazepin-3-yl]-2-(2-methylpropyl)-3 allyl-butanediamide;

(2R,3S) N1-[(3R)-1,3-dihydro-1-methyl-2-oxo-5-phenyl-2H-1,4-benzodiazepin-3-yl]-2-(2-methylpropyl)-3-allyl-butanediamide;

(2R,3S) N1-[(3R)-1,3-dihydro-1-methyl-2-oxo 5-phenyl-2H-1,4-benzodiazepin-3-yl]-2-(2-methylpropyl)-3-propyl-butanediamide;

(2R,3S) N1-[(3S)-1,3-dihydro 1-methyl-2-oxo-5-phenyl-2H-1,4-benzodiazepin-3-yl]-2-(2-methylpropyl)-3-propyl butanediamide;

(2R,3S) N1-[1,3-dihydro-1-methyl-2-oxo-5-phenyl-2H-1,4-benzodiazepin-3-yl]-2-methyl-3-allyl-butanediamide;

(2R,3S) N1-[(3S)-1,3-dihydro-1-methyl-2-oxo-5-phenyl 2H-1,4-benzodiazepin-3-yl]-2-methyl-3-allyl-butanediamide;

(2R,3S) N1-[(3S)-1,3-dihydro-1-methyl-2-oxo-5-phenyl-2H-1,4-benzodiazepin-3-yl]-2-methyl-3-propyl-butanediamide;

(2R) N1-[1,3-dihydro-1-methyl-2-oxo-5-phenyl-2H-1,4-benzodiazepin-3-yl]-2-methyl-butanediamide;

(2R,3S) N1-[1,3-dihydro-2-oxo-5-phenyl-2H-1,4-benzodiazepin-3-yl]-2 (2 methylpropyl)-3-allyl-butanediamide;

(2R,3S) N1-[1,3-dihydro-1-methyl-2-oxo-5 phenyl-7-chloro-2H-1,4-benzodiazepin-3-yl]-2-(2-methylpropyl)-3-allyl-butanediamide;

(2R,3S) N1-[(3S)-1,3-dihydro-1-methyl-2-oxo-5-phenyl-7-chloro-2H-1,4-benzodiazepin-3-yl] 2 (2-methylpropyl)-3-allyl-butanediamide;

(2R,3S) N1-[(3R)-1,3-dihydro-1-methyl-2-oxo-5-phenyl-7-chloro-2H 1,4-benzodiazepin-3-yl]-2-(2-methylpropyl)-3-allyl-butanediamide;

(2R,3S) N1-[1,3-dihydro-1-methyl-2-oxo-5 (2 fluorophenyl)-7-chloro-2H-1,4-benzodiazepin-3-yl]-2-(2-methylpropyl)-3-allyl-butanediamide;

(2R,3S) N1-[(3S)-1,3-dihydro 1 methyl-2-oxo-5-(2-fluorophenyl)-7-chloro-2H-1,4-benzodiazepin-3-yl]-2-(2-methylpropyl)-3-allyl-butanediamide;

(2R,3S) N1-[(3R)-1,3-dihydro-1-methyl-2-oxo-5-(2-fluorophenyl)-7-chloro-2H-1,4-benzodiazepin-3-yl]-2-(2-methylpropyl)-3-allyl-butanediamide;

(2S,3S) N1-[1,3-dihydro-1-methyl-2-oxo-5-phenyl-2H-1,4-benzodiazepin-3-yl]-2-(2-methylpropyl)-3-allyl-butanediamide;

(2R,3S) N1-[(3S)-1,3 dihydro-1-methyl-2-oxo-5-phenyl-7-chloro-2H-1,4-benzodiazepin 3-yl]-2-(2-methylpropyl)-3 propyl-butanediamide;

(2R,3S) N1-[(3S)-1,3-dihydro-1-methyl-2-oxo-5-(2-fluorophenyl)-7-chloro-2H-1,4-benzodiazepin-3-yl]-2-(2-methylpropyl)-3-propyl-butanediamide;

(2R,3S) N1-[1,3-dihydro-1-methyl-2-oxo-5 (4-fluorophenyl)-2H-1,4-benzodiazepin-3-yl]-2-(2-methylpropyl)-3-allyl-butanediamide;

(2R,3S) N1-[(3S)-1,3-dihydro-1-methyl-2-oxo-5-(4-fluorophenyl)-2H-1,4-benzodiazepin-3-yl]-2-(2 methylpropyl)-3-allyl-butanediamide;

(2R,3S) N1-[(3R)-1,3-dihydro-1-methyl-2-oxo-5-(4-fluorophenyl)-2H-1,4-benzodiazepin-3-yl]-2-(2-methylpropyl)-3-allyl-butanediamide;

(2R,3S) N1-[1,3-dihydro-1-methyl-2-oxo-5-(pyrid-2-yl)-2H-1,4-benzodiazepin-3-yl] 2 (2-methylpropyl)-3-allyl-butanediamide;

(2R,3S) N1-[1,3-dihydro-1-methyl-2-oxo-5-(N-morpholino)-2H-1,4-benzodiazepin-3-yl]-2-(2-methylpropyl)-3-allyl-butanediamide;

(2R,3S) N1-[1,3-dihydro-1-methyl 2-oxo-5-(dimethylamino)-2H-1,4-benzodiazepin-3 yl]-2-(2-methylpropyl)-3-allyl-butanediamide;

(2R,3S) N1-[1,3-dihydro-1-methyl-2-oxo-5-(N-methyl-N-phenylamino)-2H 1,4-benzodiazepin-3-yl]-2-(2-methylpropyl)-3-allyl-butanediamide;

(2R,3S) N1-[1,3-dihydro-1-methyl-2-oxo-5-(N-piperidinyl)-2H-1,4-benzodiazepin-3-yl]-2-(2-methylpropyl)-3-allyl-butanediamide;

(2R,3S) N1-[1,3-dihydro-1-methyl-2-oxo-5-(N-homopiperidinyl)-2H-1,4-benzodiazepin-3-yl]-2-(2-methylpropyl)-3-allyl-butanediamide;

(2R,3S) N1-[1,3 dihydro-1-methyl-2-oxo-5-(3-methoxyphenyl)-2H-1,4-benzodiazepin-3-yl]-2-(2-methylpropyl)-3-allyl-butanediamide;

(2R,3S) N1-[1,3-dihydro-1-methyl-2-oxo-5-(pyrid-4 yl)-2H-1,4-benzodiazepin-3-yl]-2-(2-methylpropyl)-3-allyl-butanediamide;

(2R,3S) N1-[1,3-dihydro-1-methyl-2-oxo 5 phenyl-7-methoxy-2H-1,4-benzodiazepin-3-yl]-2-(2-methylpropyl)-3-allyl-butanediamide;

(2R,3S) N1-[1,3-dihydro-1-methyl-2-oxo-5-(pyrid-3-yl)-2H-1,4-benzodiazepin 3 yl]-2-(2-methylpropyl)-3-allyl-butanediamide;

(2R,3S) N1-[1,3-dihydro-1-methyl-2-oxo-5-phenyl-2H-1,4-benzodiazepin-3-yl]-2-(2-methylpropyl)-3-(cyclopropylmethyl)-butanediamide;

(2R,3S) N1-[1,3-dihydro-1-methyl-2-oxo-5-(3-fluorophenyl)-2H-1,4-benzodiazepin-3-yl]-2-(2 methylpropyl)-3-allyl-butanediamide;

(2R,3S) N1-[(3S)-1,3-dihydro-1-methyl-2-oxo-5-(3-fluorophenyl)-2H-1,4-benzodiazepin-3-yl]-2-(2-methylpropyl)-3-allyl-butanediamide;

(2R,3S) N1-[(3R)-1,3-dihydro-1 methyl-2-oxo-5-(3-fluorophenyl)-2H-1,4-benzodiazepin-3-yl]-2-(2-methylpropyl)-3-allyl-butanediamide;

(2R,3S) N1-[(3S)-1,3 dihydro-1-methyl-2-oxo-5-phenyl-2H-1,4-benzodiazepin-3-yl]-2-(2-methylpropyl)-
3-(3-buten-1-yl)-butanediamide;

(2R,3S) N1-[(3S)-1,3-dihydro-1-methyl-2-oxo-5-phenyl-2H-1,4-benzodiazepin-3-yl]-2-(2-methylpropyl)-3-(cyclopentylethyl)-butanediamide;

(2R,3S) N1-[(3S)-1,3-dihydro-1-methyl-2-oxo-5-(4-trifluoromethylphenyl)-2H-1,4-benzodiazepin-3-yl]-2 (2 methylpropyl)-3-(3-buten-1-yl)-butanediamide;

(2R,3S) N1-[(3R)-1,3-dihydro-1-methyl-2-oxo-5-(4-trifluoromethylphenyl) 2H-1,4-benzodiazepin-3-yl]-2-(2-methylpropyl)-3-(3-buten-1-yl)-butanediamide;

(2R,3S) N1-[1,3-dihydro-1-methyl-2-oxo-5-(4-trifluoromethylphenyl)-2H-1,4-benzodiazepin-3-yl]-2-(2-methylpropyl)-3-allyl-butanediamide;

(2R,3S) N1-[(3S)-1,3-dihydro 1-methyl-2-oxo-5-(4-trifluoromethylphenyl)-2H-1,4-benzodiazepin-3-yl]-2-(2 methylpropyl)-3-allyl-butanediamide;

(2R,3S) N1-[(3R)-1,3-dihydro-1-methyl-2-oxo-5-(4-trifluoromethylphenyl)-2H-1,4-benzodiazepin-3-yl]-2-(2-methylpropyl)-3-allyl-butanediamide;

(2R,3S) N1-[(3S)-1,3-dihydro-1-methyl-2-oxo-5-(4 trifluoromethylphenyl)-2H-1,4-benzodiazepin-3-yl]-2-(2-methylpropyl)-3-n-butyl-butanediamide;

(2R,3S) N1-[(3S)-1,3-dihydro-1-methyl-2-oxo-5-(4-trifluoromethylphenyl)-2H-1,4-benzodiazepin-3-yl]-2-(2-methylpropyl)-3-propyl-butanediamide;

(2R,3S) N1-[(3S)-1,3 dihydro-1-methyl-2-oxo-5-(4-chlorophenyl)-2H-1,4-benzodiazepin-3-yl]-2-(2-methylpropyl) 3-(3-buten-1-yl)-butanediamide;

(2R,3S) N1-[(3S)-1,3-dihydro-1-methyl-2-oxo-5-(4-chlorophenyl)-2H-1,4-benzodiazepin-3-yl]-2-(2-methylpropyl)-3-n-butyl-butanediamide;

(2R,3S) N1-[(3S)-1,3-dihydro-1-methyl-2-oxo-5-phenyl-2H-1,4-benzodiazepin-3-yl]-2-(2-methylpropyl)-3-allyl-N4-[benzyl]-butanediamide;

(2R,3S) N1-[1,3 dihydro-1-methyl-2-oxo-5-methyl-2H-1,4-benzodiazepin-3-yl]-2-(2 methylpropyl)-3-allyl-butanediamide;

(2R,3S) N1-[1,3-dihydro-1-methyl-2-oxo-5-n-butyl-2H-1,4 benzodiazepin-3-yl]-2-(2-methylpropyl)-3-allyl-butanediamide;

(2R,3S) N1-[1,3-dihydro-1-methyl 2-oxo-5-(2-methylpropyl)-2H-1,4-benzodiazepin-3-yl]-2-(2-methylpropyl)-3-allyl-butanediamide;

(2R,3S) N1-[1,3-dihydro-1-methyl-2-oxo-5-(4-chlorophenyl)-2H-1,4-benzodiazepin-3-yl]-2-(2-methylpropyl)-3-allyl-butanediamide;

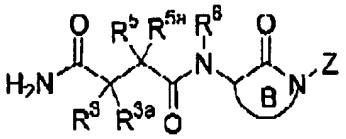
(2R,3S) N1-[1,3-dihydro-1-ethyl-2-oxo-5-phenyl-2H-1,4-benzodiazepin-3-yl]-2-(2-methylpropyl)-3-allyl-butanediamide;

(2R,3S) N1-[1,3-dihydro 1-propyl-2-oxo-5-phenyl-2H-1,4-benzodiazepin-3-yl]-2-(2-methylpropyl)-3 allyl-butanediamide;

(2R,3S) N1-[1,3-dihydro-1-(isopropyl)-2-oxo-5-phenyl-2H-1,4-benzodiazepin-3-yl]-2 (2 methylpropyl)-3-allyl-butanediamide; and

(2R,3S) N1-[(3S)-1,3 dihydro-1-methyl-2-oxo-5-phenyl-2H-1,4-benzodiazepin-3-yl]-2-(2-methylpropyl)-3,3-diallyl-butanediamide.

12. (PREVIOUSLY AMENDED) A compound, according to Claim 1, of Formula (Ia"):



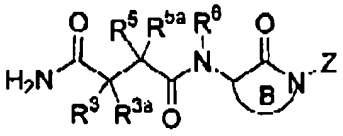
(Ia")

or a pharmaceutically acceptable salt thereof,
wherein:

Z is C_1-C_8 alkyl substituted with 1-3 R^{12};
C_2-C_4 alkenyl substituted with 1-3 R^{12};
C_2-C_4 alkynyl substituted with 1-3 R^{12};
C_6-C_{10} aryl substituted with 0-4 R^{12b};
C_3-C_{10} carbocycle substituted with 0-4 R^{12b}; or
5 to 10 membered heterocycle containing 1 to 4 heteroatoms selected from nitrogen, oxygen, and sulphur, wherein said 5 to 10 membered heterocycle is substituted with 0-3 R^{12b};

provided, when R^{13} is H,
then Z is C_4-C_8 alkyl substituted with 1-3 R^{12};
C_2-C_4 alkenyl substituted with 1-3 R^{12}; or
C_2-C_4 alkynyl substituted with 1-3 R^{12}.

13. (PREVIOUSLY AMENDED) A compound according to Claim 12 of Formula (Ia")



(Ia")

or a pharmaceutically acceptable salt thereof,
wherein:

R^3 is $(CR^7R^{7a})_n$-R^4,
$-(CR^7R^{7a})_n$-S-$(CR^7R^{7a})_m$-R^4,
$-(CR^7R^{7a})_n$-O-$(CR^7R^{7a})_m$-R^4, or
$-(CR^7R^{7a})_n$-N(R^{7b})-$(CR^7R^{7a})_m$-R^4;

n is 0, 1, or 2;

m is 0, 1, or 2;

R^{3a} is H, OH, methyl, ethyl, propyl, butyl, methoxy, ethoxy, propoxy, butoxy, allyl, or 3-buten-1-yl;

R^4 is H, OH, OR^{14a},
C_1-C_6 alkyl substituted with 0-3 R^{4a},
C_2-C_6 alkenyl substituted with 0-3 R^{4a},
C_2-C_6 alkynyl substituted with 0-3 R^{4a},
C_3-C_{10} carbocycle substituted with 0-3 R^{4b},
C_6-C_{10} aryl substituted with 0-3 R^{4b}, or
5 to 10 membered heterocycle containing 1 to 4 heteroatoms selected from nitrogen, oxygen, and sulphur, wherein said 5 to 10 membered heterocycle is substituted with 0-3 R^{4b};

R^{4a}, at each occurrence, is independently selected from H, F, Cl, Br, I, CF_3,
C_3-C_{10} carbocycle substituted with 0-3 R^{4b},
C_6-C_{10} aryl substituted with 0-3 R^{4b}, or
5 to 10 membered heterocycle containing 1 to 4 heteroatoms selected from nitrogen, oxygen, and sulphur, wherein said 5 to 10 membered heterocycle is substituted with 0-3 R^{4b};

R^{4b}, at each occurrence, is independently selected from H, OH, Cl, F, Br, I, CN, NO_2, $NR^{15}R^{16}$, CF_3, acetyl, SCH_3, $S(=O)CH_3$, $S(=O)_2CH_3$, C_1-C_6 alkyl, C_1-C_4 alkoxy, C_1-C_4 haloalkyl, and C_1-C_4 haloalkoxy;

R^5 is H, OR^{14};
C_1-C_6 alkyl substituted with 0-3 R^{5b};
C_1-C_6 alkoxy substituted with 0 3 R^{5b};
C_2-C_6 alkenyl substituted with 0-3 R^{5b};
C_2-C_6 alkynyl substituted with 0-3 R^{5b};
C_3-C_{10} carbocycle substituted with 0-3 R^{5c};
C_6-C_{10} aryl substituted with 0-3 R^{5c}; or
5 to 10 membered heterocycle containing 1 to 4 heteroatoms selected from nitrogen, oxygen, and sulphur, wherein said 5 to 10 membered heterocycle is substituted with 0-3 R^{5c};

R^{5a} is H or C_1-C_4 alkyl;

R^{5b}, at each occurrence, is independently selected from:
H, C_1-C_6 alkyl, CF_3, OR^{14}, Cl, F, Br, I, =O, CN, NO_2, $NR^{15}R^{16}$;
C_3-C_{10} carbocycle substituted with 0-3 R^{5c};
C_6-C_{10} aryl substituted with 0-3 R^{5c}; or
5 to 10 membered heterocycle containing 1 to 4 heteroatoms selected from nitrogen, oxygen, and sulphur, wherein said 5 to 10 membered heterocycle is substituted with 0-3 R^{5c};

R^{5c}, at each occurrence, is independently selected from H, OH, Cl, F, Br, I, CN, NO_2, $NR^{15}R^{16}$, CF_3, acetyl, SCH_3, $S(=O)CH_3$, $S(=O)_2CH_3$, C_1-C_6 alkyl, C_1-C_4 alkoxy, C_1-C_4 haloalkyl, and C_1-C_4 haloalkoxy;

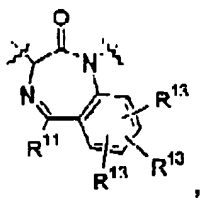
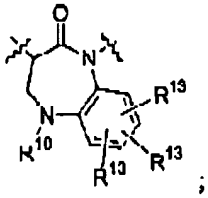
R^6 is H, methyl, or ethyl;

R^7, at each occurrence, is independently selected from
H, OH, Cl, F, Br, I, CN, NO_2, CF_3, phenyl, and C_1-C_4 alkyl;

R^{7a}, at each occurrence, is independently selected from
H, OH, Cl, F, Br, I, CN, NO_2, CF_3, and C_1-C_4 alkyl;

R^{7b} is independently selected from H, methyl, ethyl, propyl, and butyl;

Ring B is selected from


, and

;

R^{10} is H, $C(=O)R^{17}$, $C(=O)OR^{17}$, $C(=O)NR^{18}R^{19}$,
$S(=O)_2NR^{18}R^{19}$, $S(=O)_2R^{17}$;
C_1-C_6 alkyl optionally substituted with 0-2 R^{10a};
C_6-C_{10} aryl substituted with 0-4 R^{10b};
C_3-C_{10} carbocycle substituted with 0-3 R^{10b}; or
5 to 10 membered heterocycle containing 1 to 4 heteroatoms selected from nitrogen, oxygen, and sulphur, wherein said 5 to 10 membered heterocycle is substituted with 0-3 R^{10b};

R^{10a}, at each occurrence, is independently selected from H, C_1-C_6 alkyl, OR^{14}, Cl, F, Br, I, =O, CN, NO_2, $NR^{15}R^{16}$, CF_3, or phenyl substituted with 0-4 R^{10b};

R^{10b}, at each occurrence, is independently selected from H, OH, C_1-C_6 alkyl, C_1-C_4 alkoxy, Cl, F, Br, I, CN, NO_2, $NR^{15}R^{16}$, or CF_3;

R^{11}, at each occurrence, is independently selected from

H, C_1-C_4 alkoxy, Cl, F, Br, I, CN, NO_2, $NR^{18}R^{19}$, $C(=O)R^{17}$, $C(=O)OR^{17}$, $C(=O)NR^{18}R^{19}$, $S(=O)_2NR^{18}R^{19}$, CF_3;
C_1-C_6 alkyl optionally substituted with 0-3 R^{11a};
C_6-C_{10} aryl substituted with 0-3 R^{11b};
C_3-C_{10} carbocycle substituted with 0-3 R^{11b}; or
5 to 10 membered heterocycle containing 1 to 4 heteroatoms selected from nitrogen, oxygen, and sulphur, wherein said 5 to 10 membered heterocycle is substituted with 0-3 R^{11b};

R^{11a}, at each occurrence, is independently selected from H, C_1-C_6 alkyl, OR^{14}, Cl, F, Br, I, =O, CN, NO_2, $NR^{15}R^{16}$, CF_3, or phenyl substituted with 0-3 R^{11b};

R^{11b}, at each occurrence, is independently selected from H, OH, Cl, F, Br, I, CN, NO_2, $NR^{15}R^{16}$, CF_3, acetyl, SCH_3, $S(=O)CH_3$, $S(=O)_2CH_3$, C_1-C_6 alkyl, C_1-C_4 alkoxy, C_1-C_4 haloalkyl, and C_1 C_4 haloalkoxy;

Z is C_1-C_6 alkyl substituted with 1-3 R^{12};
C_2-C_4 alkenyl substituted with 1-3 R^{12};
C_2-C_4 alkynyl substituted with 1-3 R^{12};
C_6-C_{10} aryl substituted with 0-4 R^{12b};
C_3-C_{10} carbocycle substituted with 0 4 R^{12b}; or
5 to 10 membered heterocycle containing 1 to 4 heteroatoms selected from nitrogen, oxygen, and sulphur, wherein said 5 to 10 membered heterocycle is substituted with 0-3 R^{12b};

R^{12}, at each occurrence, is independently selected from
C_6-C_{10} aryl substituted with 0-4 R^{12b};
C_3-C_{10} carbocycle substituted with 0-4 R^{12b}; or
5 to 10 membered heterocycle containing 1 to 4 heteroatoms selected from nitrogen, oxygen, and sulphur, wherein said 5 to 10 membered heterocycle is substituted with 0-3 R^{12b};

R^{12b}, at each occurrence, is independently selected from

H, OH, Cl, F, Br, I, CN, NO_2, $NR^{15}R^{16}$, CF_3, acetyl, SCH_3, $S(=O)CH_3$, $S(=O)_2CH_3$, C_1-C_6 alkyl, C_1-C_4 alkoxy, C_1-C_4 haloalkyl, and C_1-C_4 haloalkoxy;

R^{13}, at each occurrence, is independently selected from H, OH, C_1-C_6 alkyl, C_1-C_4 alkoxy, Cl, F, Br, I, CN, NO_2, $NR^{15}R^{16}$, and CF_3;

R^{14} is H, phenyl, benzyl, C_1-C_6 alkyl, or C_2-C_6 alkoxyalkyl;

R^{14a} is H, phenyl, benzyl, methyl, ethyl, propyl, or butyl;

R^{15}, at each occurrence, is independently selected from H, C_1-C_6 alkyl, benzyl, phenethyl, (C_1-C_6 alkyl)-C(=O)-, and (C_1-C_6 alkyl)-$S(=O)_2$-;

R^{16}, at each occurrence, is independently selected from H, OH, C_1-C_6 alkyl, benzyl, phenethyl, (C_1-C_6 alkyl)-C(=O)-, and (C_1-C_6 alkyl)-$S(=O)_2$-;

R^{17} is H, C_1-C_6 alkyl, C_2-C_6 alkoxyalkyl, aryl substituted by 0-4 R^{17a}, or -CH_2-aryl substituted by 0-4 R^{17a};

R^{17a} is H, methyl, ethyl, propyl, butyl, methoxy, ethoxy, propoxy, butoxy, -OH, F, Cl, Br, I, CF_3, OCF_3, SCH_3, $S(O)CH_3$, SO_2CH_3, $-NH_2$, $N(CH_3)_2$, or C_1-C_4 haloalkyl;

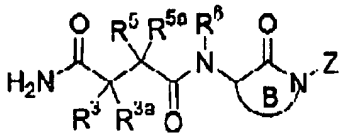
R^{18}, at each occurrence, is independently selected from H, C_1-C_6 alkyl, phenyl, benzyl, phenethyl, (C_1-C_6 alkyl)-C(=O)-, and (C_1-C_6 alkyl)-$S(=O)_2$-; and

R^{19}, at each occurrence, is independently selected from H, OH, C_1-C_6 alkyl, phenyl, benzyl, phenethyl, (C_1-C_6 alkyl)-C(=O)-, and (C_1-C_6 alkyl)-$S(=O)_2$-;

provided, when R^{13} is H,

then Z is C_4-C_6 alkyl substituted with 1-3 R^{12};
C_2-C_4 alkenyl substituted with 1-3 R^{12}; or
C_2-C_4 alkynyl substituted with 1-3 R^{12}.

14. (PREVIOUSLY AMENDED) A compound according to Claim 13 of Formula (Ia")



(Ia")

or a pharmaceutically acceptable salt thereof,
wherein:

R^3 is $-(CHR^7)_n-R^4$,

n is 0 or 1;

R^{3a} is H, OH, methyl, ethyl, propyl, butyl, methoxy, ethoxy, propoxy, butoxy, allyl, or 3-buten-1-yl;

R^4 is H, OH, OR^{14a},
C_1-C_4 alkyl substituted with 0-2 R^{4a},
C_2-C_4 alkenyl substituted with 0-2 R^{4a},
C_2-C_4 alkynyl substituted with 0-1 R^{4a},
C_3-C_6 carbocycle substituted with 0-3 R^{4b},
C_6-C_{10} aryl substituted with 0-3 R^{4b}, or
5 to 6 membered heterocycle containing 1 to 4 heteroatoms selected from nitrogen, oxygen, and sulphur, wherein said 5 to 6 membered heterocycle is substituted with 0-3 R^{4b};

R^{4a}, at each occurrence, is independently selected from H, F, Cl, Br, I, CF_3,
C_3-C_6 carbocycle substituted with 0-3 R^{4b},

phenyl substituted with 0-3 R^{4b}, or

5 to 6 membered heterocycle containing 1 to 4 heteroatoms selected from nitrogen, oxygen, and sulphur, wherein said 5 to 6 membered heterocycle is substituted with 0-3 R^{4b};

R^{4b}, at each occurrence, is independently selected from H, OH, Cl, F, Br, I, CN, NO_2, $NR^{15}R^{16}$, CF_3, acetyl, SCH_3, $S(=O)CH_3$, $S(=O)_2CH_3$, C_1-C_4 alkyl, C_1-C_3 alkoxy, C_1-C_2 haloalkyl, and C_1-C_2 haloalkoxy;

R^5 is H, OR^{14};

C_1-C_4 alkyl substituted with 0-3 R^{5b};

C_2-C_4 alkenyl substituted with 0-3 R^{5b};

C_2-C_4 alkynyl substituted with 0-3 R^{5b};

R^{5a} is H, methyl, ethyl, propyl, or butyl;

R^{5b}, at each occurrence, is independently selected from:

H, methyl, ethyl, propyl, butyl, CF_3, OR^{14}, Cl, F, Br, I, =O;

C_3-C_6 carbocycle substituted with 0-3 R^{5c};

phenyl substituted with 0-3 R^{5c}; or

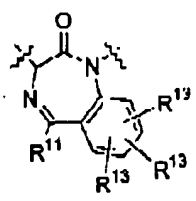
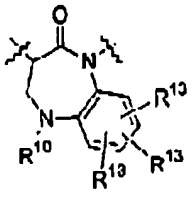
5 to 6 membered heterocycle containing 1 to 4 heteroatoms selected from nitrogen, oxygen, and sulphur, wherein said 5 to 6 membered heterocycle is substituted with 0-3 R^{5c};

R^{5c}, at each occurrence, is independently selected from H, OH, Cl, F, Br, I, CN, NO_2, $NR^{15}R^{16}$, CF_3, acetyl, SCH_3, $S(=O)CH_3$, $S(=O)_2CH_3$, C_1-C_4 alkyl, C_1-C_3 alkoxy, C_1-C_2 haloalkyl, and C_1-C_2 haloalkoxy;

R^6 is H;

R^7, at each occurrence, is independently selected from H, F, CF_3, methyl, and ethyl;

Ring B is selected from


, and

;

R^{10} is H, $C(=O)R^{17}$, $C(=O)OR^{17}$;
C_1-C_4 alkyl optionally substituted with 0-1 R^{10a};
phenyl substituted with 0-4 R^{10b};
C_3-C_6 carbocycle substituted with 0-3 R^{10b}; or
5 to 6 membered heterocycle containing 1 to 4 heteroatoms selected from nitrogen, oxygen, and sulphur, wherein said 5 to 6 membered heterocycle is substituted with 0-3 R^{10b};

R^{10a} is selected from H, C_1-C_4 alkyl, OR^{14}, Cl, F, Br, I, =O, CN, NO_2, $NR^{15}R^{16}$, CF_3, or phenyl substituted with 0-4 R^{10b};

R^{10b}, at each occurrence, is independently selected from H, OH, C_1-C_4 alkyl, C_1-C_3 alkoxy, Cl, F, Br, I, CN, NO_2, $NR^{15}R^{16}$, or CF_3;

R^{11} is selected from
H, C_1-C_4 alkoxy, Cl, F, $NR^{18}R^{19}$, $C(=O)R^{17}$, $C(=O)OR^{17}$, CF_3;
C_1-C_6 alkyl optionally substituted with 0-3 R^{11a};
C_6-C_{10} aryl substituted with 0-3 R^{11b};
C_3-C_6 carbocycle substituted with 0-3 R^{11b}; or
5 to 6 membered heterocycle containing 1 to 4 heteroatoms selected from nitrogen, oxygen, and sulphur, wherein said 5 to 6 membered heterocycle is substituted with 0-3 R^{11b};

R^{11a}, at each occurrence, is independently selected from H, C_1-C_4 alkyl, OR^{14}, F, –O, $NR^{15}R^{16}$, CF_3, or phenyl substituted with 0-3 R^{11b};

R^{11b}, at each occurrence, is independently selected from H, OH, Cl, F, $NR^{15}R^{16}$, CF_3, C_1-C_4 alkyl, C_1-C_3 alkoxy, C_1-C_2 haloalkyl, and C_1-C_2 haloalkoxy;

Z is C_1-C_4 alkyl substituted with 1-3 R^{12};
C_2-C_4 alkenyl substituted with 1 3 R^{12};
C_2-C_4 alkynyl substituted with 1-3 R^{12};
C_6-C_{10} aryl substituted with 0-4 R^{12b};
C_3-C_6 carbocycle substituted with 0-4 R^{12b}; or
5 to 10 membered heterocycle containing 1 to 4 heteroatoms selected from nitrogen, oxygen, and sulphur, wherein said 5 to 6 membered heterocycle is substituted with 0-3 R^{12b};

R^{12}, at each occurrence, is independently selected from
C_6-C_{10} aryl substituted with 0-4 R^{12b};
C_3-C_6 carbocycle substituted with 0-4 R^{12b}; or
5 to 10 membered heterocycle containing 1 to 4 heteroatoms selected from nitrogen, oxygen, and sulphur, wherein said 5 to 10 membered heterocycle is substituted with 0-3 R^{12b};

R^{12b}, at each occurrence, is independently selected from
H, OH, Cl, F, $NR^{15}R^{16}$, CF_3, acetyl, SCH_3, $S(=O)CH_3$, $S(=O)_2CH_3$, C_1-C_4 alkyl, C_1-C_3 alkoxy, C_1-C_2 haloalkyl, and C_1-C_2 haloalkoxy;

R^{13}, at each occurrence, is independently selected from
H, OH, C_1-C_6 alkyl, C_1-C_4 alkoxy, Cl, F, Br, I, CN, NO_2, $NR^{15}R^{16}$, and CF_3;

R^{14} is H, phenyl, benzyl, C_1-C_4 alkyl, or C_2-C_4 alkoxyalkyl;

R^{15}, at each occurrence, is independently selected from H, C_1-C_4 alkyl, benzyl, phenethyl, (C_1-C_4 alkyl)-C(=O)-, and (C_1-C_4 alkyl)-S(=O)$_2$-;

R^{16}, at each occurrence, is independently selected from
H, OH, C_1-C_4 alkyl, benzyl, phenethyl,

(C_1-C_4 alkyl)-C(=O)-, and (C_1-C_4 alkyl)-S(=O)2-;

R^{17} is H, methyl, ethyl, propyl, butyl, methoxymethyl, ethoxymethyl, methoxyethyl, ethoxyethyl,
phenyl substituted by 0-3 R^{17a}, or
-CH_2-phenyl substituted by 0-3 R^{17a};

R^{17a} is H, methyl, methoxy, -OH, F, Cl, CF_3, or OCF_3;

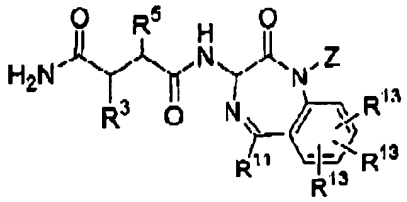
R^{18}, at each occurrence, is independently selected from
H, methyl, ethyl, propyl, butyl, phenyl, benzyl, and phenethyl; and

R^{19}, at each occurrence, is independently selected from
H, methyl, and ethyl;

provided, when R^{13} is H,
then Z is butyl substituted with 1-3 R^{12};
C_2 C_4 alkenyl substituted with 1-3 R^{12}; or
C_2 C_4 alkynyl substituted with 1-3 R^{12}.

15. (Canceled)

16. (Previously Amended) A compound according to Claim 14 of Formula (Ic):



(Ic)

or a pharmaceutically acceptable salt thereof

wherein

R^3 is R^4,

R^4 is C_1-C_4 alkyl substituted with 0-1 R^{4a},
C_2-C_4 alkenyl substituted with 0-1 R^{4a}, or
C_2-C_4 alkynyl substituted with 0-1 R^{4a};

R^{4a} is selected from
H, F, CF_3,
C_3-C_6 carbocycle substituted with 0-3 R^{4b},
phenyl substituted with 0-3 R^{4b}, or
5 to 6 membered heterocycle containing 1 to 4 heteroatoms selected from nitrogen, oxygen, and sulphur, wherein said 5 to 6 membered heterocycle is substituted with 0-3 R^{4b}; wherein said 5 to 6 membered heterocycle is selected from pyridinyl, pyrimidinyl, triazinyl, furanyl, thienyl, thiazolyl, pyrrolyl, piperazinyl, piperidinyl, pyrazolyl, imidazolyl, oxazolyl, isoxazolyl, and tetrazolyl;

R^{4b}, at each occurrence, is independently selected from H, OH, Cl, F, $NR^{15}R^{16}$, CF_3, acetyl, SCH_3, $S(=O)CH_3$, $S(=O)_2CH_3$, methyl, ethyl, propyl, butyl, methoxy, ethoxy, propoxy, C_1-C_2 haloalkyl, and C_1-C_2 haloalkoxy;

R^5 is C_1-C_4 alkyl substituted with 0-1 R^{5b};
C_2-C_4 alkenyl substituted with 0-1 R^{5b};
C_2-C_4 alkynyl substituted with 0-1 R^{5b};

R^{5b} is selected from:
H, methyl, ethyl, propyl, butyl, CF_3, OR^{14}, =O;
C_3-C_6 carbocycle substituted with 0-2 R^{5c};
phenyl substituted with 0-3 R^{5c}; or
5 to 6 membered heterocycle containing 1 to 4 heteroatoms selected from nitrogen, oxygen, and sulphur, wherein said 5 to 6 membered heterocycle is substituted with 0-3 R^{5c}; wherein said 5 to 6 membered heterocycle is selected from pyridinyl,

pyrimidinyl, triazinyl, furanyl, thienyl, thiazolyl, pyrrolyl, piperazinyl, piperidinyl, pyrazolyl, imidazolyl, oxazolyl, isoxazolyl, and tetrazolyl;

R^{5c}, at each occurrence, is independently selected from H, OH, Cl, F, $NR^{15}R^{16}$, CF_3, acetyl, SCH_3, $S(=O)CH_3$, $S(=O)_2CH_3$, methyl, ethyl, propyl, butyl, methoxy, ethoxy, propoxy, C_1-C_2 haloalkyl, and C_1-C_2 haloalkoxy;

R^{11} is selected from
H, $NR^{18}R^{19}$, CF_3;
C_1-C_4 alkyl optionally substituted with 0-1 R^{11a};
phenyl substituted with 0-3 R^{11b};
C_3-C_6 carbocycle substituted with 0-3 R^{11b}; or
5 to 6 membered heterocycle containing 1 to 4 heteroatoms selected from nitrogen, oxygen, and sulphur, wherein said 5 to 6 membered heterocycle is substituted with 0-3 R^{11b}; wherein said 5 to 6 membered heterocycle is selected from pyridinyl, pyrimidinyl, triazinyl, furanyl, thienyl, thiazolyl, pyrrolyl, piperazinyl, piperidinyl, pyrazolyl, imidazolyl, oxazolyl, isoxazolyl, and tetrazolyl;

R^{11a} is selected from H, C_1-C_4 alkyl, OR^{14}, F, =O, $NR^{15}R^{16}$, CF_3, or phenyl substituted with 0-3 R^{11b};

R^{11b}, at each occurrence, is independently selected from H, OH, Cl, F, $NR^{15}R^{16}$, CF_3, methyl, ethyl, propyl, butyl, methoxy, ethoxy, propoxy, C_1-C_2 haloalkyl, and C_1-C_2 haloalkoxy;

Z is C_1-C_3 alkyl substituted with 1-3 R^{12};
C_2-C_3 alkenyl substituted with 1-3 R^{12};
C_2-C_3 alkynyl substituted with 1-3 R^{12};
C_6-C_{10} aryl substituted with 0-4 R^{12b};
C_3-C_6 carbocycle substituted with 0-3 R^{12b}; or
5 to 6 membered heterocycle containing 1 to 4 heteroatoms selected from nitrogen, oxygen, and sulphur, wherein said 5 to 6 membered heterocycle is substituted with 0-3 R^{12b}; wherein said 5 to 6 membered heterocycle is selected from pyridinyl,

pyrimidinyl, triazinyl, furanyl, thienyl, thiazolyl, pyrrolyl, piperazinyl, piperidinyl, pyrazolyl, imidazolyl, oxazolyl, isoxazolyl, and tetrazolyl;

R^{12}, at each occurrence, is independently selected from
C_6-C_{10} aryl substituted with 0-4 R^{12b};
C_3-C_6 carbocycle substituted with 0-3 R^{12b}; or
5 to 6 membered heterocycle containing 1 to 4 heteroatoms selected from nitrogen, oxygen, and sulphur, wherein said 5 to 6 membered heterocycle is substituted with 0-3 R^{12b}; wherein said 5 to 6 membered heterocycle is selected from pyridinyl, pyrimidinyl, triazinyl, furanyl, thienyl, thiazolyl, pyrrolyl, piperazinyl, piperidinyl, pyrazolyl, imidazolyl, oxazolyl, isoxazolyl, and tetrazolyl;

R^{12b}, at each occurrence, is independently selected from
H, OH, Cl, F, $NR^{15}R^{16}$, CF_3, acetyl, SCH_3, $S(=O)CH_3$, $S(=O)_2CH_3$, methyl, ethyl, propyl, butyl, methoxy, ethoxy, propoxy, C_1-C_2 haloalkyl, and C_1-C_2 haloalkoxy;

R^{13}, at each occurrence, is independently selected from
H, OH, methyl, ethyl, propyl, butyl, methoxy, ethoxy, Cl, F, Br, CN, $NR^{15}R^{16}$, and CF_3;

R^{14} is H, phenyl, benzyl, methyl, ethyl, propyl, or butyl;

R^{15}, at each occurrence, is independently selected from H, methyl, ethyl, propyl, and butyl;

R^{16}, at each occurrence, is independently selected from
H, OH, methyl, ethyl, propyl, butyl, benzyl, phenethyl, methyl-C(=O)-, ethyl-C(=O)-, methyl-$S(=O)_2$-, and ethyl-$S(=O)_2$-;

R^{18}, at each occurrence, is independently selected from
H, methyl, ethyl, propyl, butyl, phenyl, benzyl, and phenethyl; and

R^{19}, at each occurrence, is independently selected from
H, methyl, and ethyl;

provided, when R^{13} is H,
then Z is C_2-C_3 alkenyl substituted with 1-3 R^{12}; or
C_2-C_3 alkynyl substituted with 1-3 R^{12}.

17. – 19.(Canceled)

20. (Currently Amended) A compound according to Claim 16, wherein:

R^3 is $-CH_3$, $-CH_2CH_3$, $-CH_2CH_2CH_3$, $-CH_2CH_2CH_2CH_3$,
$-CH(CH_3)_2$, $-CH(CH_3)CH_2CH_3$, $-CH_2CH(CH_3)_2$,
$-CH_2CF_3$, $-CH_2CH_2CF_3$, $-CH_2CH_2CH_2CF_3$,
$-CH=CH_2$, $-CH_2CH=CH_2$, $-CH_2C(CH_3)=CH_2$,
$-CH_2CH_2CH=CH_2$,
cis-$CH_2CH=CH(CH_3)$,
trans-$CH_2CH=CH(CH_3)$,
$-C\equiv CH$, $-CH_2C\square CH$, $-CH_2C\square C(CH_3)$,
cyclopropyl-CH_2-, cyclobutyl-CH_2-, cyclopentyl-CH_2-, cyclohexyl-CH_2-, cyclopropyl-CH_2CH_2-,
cyclobutyl-CH_2CH_2-, cyclopentyl-CH_2CH_2-,
cyclohexyl-CH_2CH_2-, phenyl-CH_2-,
(2-F-phenyl)CH_2-, (3-F-phenyl)CH_2-, (4-F-phenyl)CH_2-,
(2-Cl-phenyl)CH_2-, (3-Cl-phenyl)CH_2-, (4-Cl-phenyl)CH_2-,
(2,3-diF-phenyl)CH_2-, (2,4-diF-phenyl)CH_2-,
(2,5-diF-phenyl)CH_2-, (2,6-diF-phenyl)CH_2-,
(3,4-diF-phenyl)CH_2-, (3,5-diF-phenyl)CH_2-,
(2,3-diCl-phenyl)CH_2-, (2,4-diCl-phenyl)CH_2-,
(2,5-diCl-phenyl)CH_2-, (2,6-diCl-phenyl)CH_2-,
(3,4-diCl-phenyl)CH_2-, (3,5-diCl-phenyl)CH_2-,
(3-F-4-Cl-phenyl)CH_2-, (3-F-5-Cl-phenyl)CH_2-,
(3-Cl-4-F-phenyl)CH_2-, phenyl-CH_2CH_2-,
(2-F-phenyl)CH_2CH_2-, (3-F-phenyl)CH_2CH_2-,
(4-F-phenyl)CH_2CH_2-, (2-Cl-phenyl)CH_2CH_2-,

(3-Cl-phenyl)CH_2CH_2-, (4-Cl-phenyl)CH_2CH_2-,
(2,3-diF-phenyl)CH_2CH_2-, (2,4-diF-phenyl)CH_2CH_2-,
(2,5-diF-phenyl)CH_2CH_2-, (2,6-diF-phenyl)CH_2CH_2-,
(3,4-diF-phenyl)CH_2CH_2-, (3,5-diF-phenyl)CH_2CH_2-,
(2,3-diCl-phenyl)CH_2CH_2-, (2,4-diCl-phenyl)CH_2CH_2-,
(2,5-diCl-phenyl)CH_2CH_2-, (2,6-diCl-phenyl)CH_2CH_2-,
(3,4-diCl-phenyl)CH_2CH_2-, (3,5-diCl-phenyl)CH_2CH_2-,
(3-F-4-Cl-phenyl)CH_2CH_2-, or (3-F-5-Cl-phenyl)CH_2CH_2-,

R^5 is -CH_3, -CH_2CH_3, -$CH_2CH_2CH_3$, -$CH(CH_3)2$, -$CH_2CH_2CH_2CH_3$,
-$CH(CH_3)CH_2CH_3$, -$CH_2CH(CH_3)2$, -$CH_2C(CH_3)3$,
-$CH_2CH_2CH_2CH_2CH_3$, -$CH(CH_3)CH_2CH_2CH_3$, -$CH_2CH(CH_3)CH_2CH_3$,
-$CH_2CH_2CH(CH_3)2$, -$CH(CH_2CH_3)2$, -CH_2CF_3, -$CH_2CH_2CF_3$,
-$CH_2CH_2CH_2CF_3$, -$CH_2CH_2CH_2CH_2CF_3$, -$CH=CH_2$, -$CH_2CH=CH_2$,
-$CH=CHCH_3$, cis-$CH_2CH=CH(CH_3)$, trans-$CH_2CH=CH(CH_3)$,
trans-$CH_2CH=CH(C_6H_5)$, -$CH_2CH=C(CH_3)2$, cis-$CH_2CH=CHCH_2CH_3$,
trans-$CH_2CH=CHCH_2CH_3$, cis-$CH_2CH_2CH=CH(CH_3)$,
trans-$CH_2CH_2CH=CH(CH_3)$, trans-$CH_2CH=CHCH_2(C_6H_5)$,
-C□CH, -CH_2C□CH, -CH_2C□C(CH_3), -CH_2C□C(C_6H_5),
-CH_2CH_2C□CH, -CH_2CH_2C□C(CH_3), -CH_2CH_2C□C(C_6H_5),
cyclopropyl-CH_2-, cyclobutyl-CH_2-, cyclopentyl-CH_2-,
cyclohexyl-CH_2-, (2-CH_3-cyclopropyl)CH_2-,
(3-CH_3-cyclobutyl)CH_2-,
cyclopropyl-CH_2CH_2-, cyclobutyl-CH_2CH_2-,
cyclopentyl-CH_2CH_2-, cyclohexyl-CH_2CH_2-,
(2-CH_3-cyclopropyl)CH_2CH_2-, (3-CH_3-cyclobutyl)CH_2CH_2-,
phenyl-CH_2-, (2-F-phenyl)CH_2-, (3-F-phenyl)CH_2-,
(4-F-phenyl)CH_2-, furanyl-CH_2-, thienyl-CH_2-,
pyridyl-CH_2-, 1-imidazolyl-CH_2-, oxazolyl-CH_2-,
isoxazolyl-CH_2-,
phenyl-CH_2CH_2-, (2-F-phenyl)CH_2CH_2-, (3-F-phenyl)CH_2CH_2-,
(4-F-phenyl)CH_2CH_2-, furanyl-CH_2CH_2-, thienyl-CH_2CH_2-,
pyridyl-CH_2CH_2-, 1-imidazolyl-CH_2CH_2-, oxazolyl-CH_2CH_2-,
isoxazolyl-CH_2CH_2-;

Z is phenyl, 2-F-phenyl, 3-F-phenyl, 4-F-phenyl,
2-Cl-phenyl, 3-Cl-phenyl, 4-Cl-phenyl, 2,3-diF-phenyl,
2,4-diF-phenyl, 2,5-diF-phenyl, 2,6-diF-phenyl,
3,4-diF-phenyl, 3,5-diF-phenyl, 2,3-diCl-phenyl,
2,4-diCl-phenyl, 2,5-diCl-phenyl, 2,6-diCl-phenyl,
3,4-diCl-phenyl, 3,5-diCl-phenyl, 3-F-4-Cl-phenyl,
3-F-5-Cl-phenyl, 3-Cl-4-F-phenyl, 2-MeO-phenyl,
3-MeO-phenyl, 4-MeO-phenyl, 2-Me-phenyl, 3-Me-phenyl,
4-Me-phenyl, 2-MeS-phenyl, 3-MeS-phenyl, 4-MeS-phenyl,
2-CF_3O-phenyl, 3-CF_3O-phenyl, 4-CF_3O-phenyl,
furanyl, thienyl, pyridyl, 2-Me-pyridyl, 3-Me-pyridyl,
4-Me-pyridyl, 1-imidazolyl, oxazolyl, isoxazolyl,
cyclopropyl, cyclobutyl, cyclopentyl, cyclohexyl,
N-piperidinyl,
phenyl-CH_2-, (2-F-phenyl)CH_2-, (3-F-phenyl)CH_2-,
(4-F-phenyl)CH_2-, (2-Cl-phenyl)CH_2-, (3-Cl-phenyl)CH_2-, (4-Cl-phenyl)CH_2-, (2,3-diF-phenyl)CH_2-,
(2,4-diF-phenyl)CH_2-, (2,5-diF-phenyl)CH_2-,
(2,6-diF-phenyl)CH_2-, (3,4-diF-phenyl)CH_2-,
(3,5-diF-phenyl)CH_2-, (2,3-diCl-phenyl)CH_2-,
(2,4-diCl-phenyl)CH_2-, (2,5-diCl-phenyl)CH_2-,
(2,6-diCl-phenyl)CH_2-, (3,4-diCl-phenyl)CH_2-,
(3,5-diCl-phenyl)CH_2-, (3-F-4-Cl-phenyl)CH_2-,
(3-F-5-Cl-phenyl)CH_2-, (3-Cl-4-F-phenyl)CH_2-,
(2-MeO-phenyl)CH_2-, (3-MeO-phenyl)CH_2-,
(4-MeO-phenyl)CH_2-, (2-Me-phenyl)CH_2-,
(3-Me-phenyl)CH_2-, (4-Me-phenyl)CH_2-,
(2-MeS-phenyl)CH_2-, (3-MeS-phenyl)CH_2-,
(4-MeS-phenyl)CH_2-, (2-CF_3O-phenyl)CH_2-,
(3-CF_3O-phenyl)CH_2-, (4-CF_3O-phenyl)CH_2-,
(furanyl)CH_2-,(thienyl)CH_2-, (pyridyl)CH_2-,
(2-Me-pyridyl)CH_2-, (3-Me-pyridyl)CH_2-,
(4-Me-pyridyl)CH_2-, (1-imidazolyl)CH_2-,

(oxazolyl)CH_2-, (isoxazolyl)CH_2-,
(cyclopropyl)CH_2-, (cyclobutyl)CH_2-, (cyclopentyl)CH_2-,
(cyclohexyl)CH_2-, (N-piperidinyl)CH_2-,

phenyl-CH_2CH_2-, (phenyl)$_2$CHCH_2-, (2-F phenyl)CH_2CH_2-,
(3-F-phenyl)CH_2CH_2-, (4-F-phenyl)CH_2CH_2 ,
(2-Cl-phenyl)CH_2CH_2-, (3-Cl-phenyl)CH_2CH_2-,
(4-Cl phenyl)CH_2CH_2-, (2,3-diF-phenyl)CH_2CH_2-,
(2,4-diF-phenyl)CH_2CH_2-, (2,5-diF-phenyl)CH_2CH_2-,
(2,6-diF-phenyl)CH_2CH_2-, (3,4-diF-phenyl)CH_2CH_2-,
(3,5-diF-phenyl)CH_2CH_2-, (2,3-diCl phenyl)CH_2CH_2-,
(2,4-diCl-phenyl)CH_2CH_2-, (2,5 diCl-phenyl)CH_2CH_2-,
(2,6-diCl-phenyl)CH_2CH_2-, (3,4-diCl-phenyl)CH_2CH_2-,
(3,5-diCl-phenyl)CH_2CH_2-, (3 F-4-Cl-phenyl)CH_2CH_2-,
(3-F-5-Cl-phenyl)CH_2CH_2-, (3-Cl-4-F-phenyl)CH_2CH_2-,
(2-MeO-phenyl)CH_2CH_2 , (3-MeO-phenyl)CH_2CH_2-,
(4-MeO-phenyl)CH_2CH_2-, (2-Me-phenyl)CH_2CH_2-,
(3-Me-phenyl)CH_2CH_2-, (4-Me-phenyl)CH_2CH_2-,
(2-MeS-phenyl)CH_2CH_2-, (3-MeS-phenyl)CH_2CH_2-,
(4-MeS-phenyl)CH_2CH_2-, (2-CF_3O-phenyl)CH_2CH_2-,
(3-CF_3O-phenyl)CH_2CH_2-, (4-CF_3O-phenyl)CH_2CH_2 , (furanyl)CH_2CH_2-
,(thienyl)CH_2CH_2-, (pyridyl)CH_2CH_2-,
(2-Me pyridyl)CH_2CH_2-, (3-Me-pyridyl)CH_2CH_2 ,
(4-Me-pyridyl)CH_2CH_2-, (imidazolyl)CH_2CH_2-, (oxazolyl)CH_2CH_2-,
(isoxazolyl)CH_2CH_2-, (cyclopropyl)CH_2CH_2-, (cyclobutyl)CH_2CH_2-,
(cyclopentyl)CH_2CH_2-, (cyclohexyl)CH_2CH_2-, or
(N-piperidinyl)CH_2CH_2-;

R^{10} is H, methyl, ethyl, phenyl, benzyl, phenethyl,
4 F phenyl, (4-F-phenyl)CH_2-, (4-F-phenyl)CH_2CH_2-,
4-Cl-phenyl, (4-Cl-phenyl)CH_2-, (4-Cl-phenyl)CH_2CH_2-,
4-CH_3-phenyl, (4-CH_3-phenyl)CH_2-, (4-CH_3 phenyl)CH_2CH_2-,
4-CF_3-phenyl, (4-CF_3-phenyl)CH_2-, or
(4-CF_3 phenyl)CH_2CH_2-;

R^{11}, at each occurrence, is independently selected from
H, [[=O]], methyl, ethyl, phenyl, benzyl, phenethyl,
4-F-phenyl, (4-F-phenyl)CH_2-, (4-F-phenyl)CH_2CH_2-,
3-F-phenyl, (3-F-phenyl)CH_2-, (3-F-phenyl)CH_2CH_2-,
2-F-phenyl, (2-F-phenyl)CH_2-, (2-F-phenyl)CH_2CH_2 ,
4-Cl-phenyl, (4-Cl-phenyl)CH_2-, (4-Cl-phenyl)CH_2CH_2-,
3-Cl-phenyl, (3-Cl-phenyl)CH_2-, (3-Cl-phenyl)CH_2CH_2-,
4-CH_3-phenyl, (4 CH_3-phenyl)CH_2-, (4-CH_3-phenyl)CH_2CH_2-,
3-CH_3-phenyl, (3 CH_3-phenyl)CH_2-, (3-CH_3-phenyl)CH_2CH_2-,
4-CF_3-phenyl, (4-CF_3-phenyl)CH_2-, (4-CF_3-phenyl)CH_2CH_2-,
pyrid-2-yl, pyrid-3-yl, or pyrid-4-yl, and

R^{13}, at each occurrence, is independently selected from
H, F, Cl, OH, -CH_3, -CH_2CH_3, -OCH_3, or -CF_3.

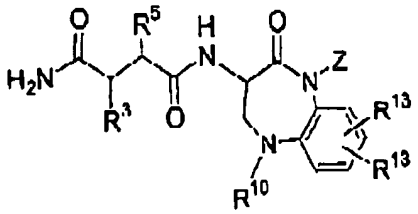
21. (Canceled)

22. (Original) A pharmaceutical composition comprising a compound of Claim 1; and a pharmaceutically acceptable carrier.

23. (Previously Amended) A method for the treatment of Alzheimer's Disease comprising administering to a host in need of such treatment a therapeutically effective amount of a compound of Claim 1.

24. (Canceled)

25. (Previously added) A compound according to Claim 4 of Formula (Ig):



(Ig)

or a pharmaceutically acceptable salt thereof wherein:

R^3 is R^4,

R^4 is C_1-C_4 alkyl substituted with 0-1 R^{4a},
C_2-C_4 alkenyl substituted with 0-1 R^{4a}, or
C_2-C_4 alkynyl substituted with 0-1 R^{4a};

R^{4a}, at each occurrence, is independently selected from
H, F, CF_3,
C_3-C_6 carbocycle substituted with 0-3 R^{4b},
phenyl substituted with 0-3 R^{4b}, or
5 to 6 membered heterocycle containing 1 to 4 heteroatoms selected from nitrogen, oxygen, and sulphur, wherein said 5 to 6 membered heterocycle is substituted with 0-3 R^{4b}; wherein said 5 to 6 membered heterocycle is selected from pyridinyl, pyrimidinyl, triazinyl, furanyl, thienyl, thiazolyl, pyrrolyl, piperazinyl, piperidinyl, pyrazolyl, imidazolyl, oxazolyl, isoxazolyl, and tetrazolyl;

R^{4b}, at each occurrence, is independently selected from H, OH, Cl, F, $NR^{15}R^{16}$, CF_3, acetyl, SCH_3, $S(=O)CH_3$, $S(-O)_2CH_3$, methyl, ethyl, propyl, butyl, methoxy, ethoxy, propoxy, C_1-C_2 haloalkyl, and C_1-C_2 haloalkoxy;

R^5 is C_1-C_4 alkyl substituted with 0-1 R^{5b};
C_2-C_4 alkenyl substituted with 0-1 R^{5b};
C_2-C_4 alkynyl substituted with 0-1 R^{5b};

R^{5b} is selected from:

H, methyl, ethyl, propyl, butyl, CF_3, OR^{14}, =O;
C_3-C_6 carbocycle substituted with 0-2 R^{5c};
phenyl substituted with 0-3 R^{5c}; or
5 to 6 membered heterocycle containing 1 to 4 heteroatoms selected from nitrogen, oxygen, and sulphur, wherein said 5 to 6 membered heterocycle is substituted with 0-3 R^{5c}; wherein said 5 to 6 membered heterocycle is selected from pyridinyl, pyrimidinyl, triazinyl, furanyl, thienyl, thiazolyl, pyrrolyl, piperazinyl, piperidinyl, pyrazolyl, imidazolyl, oxazolyl, isoxazolyl, and tetrazolyl;

R^{5c}, at each occurrence, is independently selected from H, OH, Cl, F, $NR^{15}R^{16}$, CF_3, acetyl, SCH_3, $S(=O)CH_3$, $S(=O)_2CH_3$, methyl, ethyl, propyl, butyl, methoxy, ethoxy, propoxy, C_1 C_2 haloalkyl, and C_1-C_2 haloalkoxy;

R^{10} is H, $C(=O)R^{17}$, $C(=O)OR^{17}$;
C_1-C_4 alkyl optionally substituted with 0 1 R^{10a};
phenyl substituted with 0-4 R^{10b};
C_3-C_6 carbocycle substituted with 0-3 R^{10b}; or
5 to 6 membered heterocycle containing 1 to 4 heteroatoms selected from nitrogen, oxygen, and sulphur, wherein said 5 to 6 membered heterocycle is substituted with 0-3 R^{10b}; wherein said 5 to 6 membered heterocycle is selected from pyridinyl, pyrimidinyl, triazinyl, furanyl, thienyl, thiazolyl, pyrrolyl, piperazinyl, piperidinyl, pyrazolyl, imidazolyl, oxazolyl, isoxazolyl, and tetrazolyl;

R^{10a} is selected from H, methyl, ethyl, propyl, butyl, OR^{14}, Cl, F, =O, $NR^{15}R^{16}$, CF_3, or phenyl substituted with 0-4 R^{10b};

R^{10b}, at each occurrence, is independently selected from H, OH, methyl, ethyl, propyl, butyl, methoxy, ethoxy, propoxy, Cl, F, $NR^{15}R^{16}$, and CF_3;

Z is H;
C_1-C_4 alkyl substituted with 0-3 R^{12a};
C_2-C_4 alkenyl substituted with 0-3 R^{12a}; or
C_2-C_4 alkynyl substituted with 0-3 R^{12a};

R^{12a}, at each occurrence, is independently selected from
H, OH, Cl, F, $NR^{15}R^{16}$, CF_3, acetyl, SCH_3, $S(=O)CH_3$, $S(=O)_2CH_3$, methyl, ethyl, propyl, butyl, methoxy, ethoxy, propoxy, C_1-C_2 haloalkyl, and C_1-C_2 haloalkoxy;

R^{13}, at each occurrence, is independently selected from
H, OH, methyl, ethyl, propyl, butyl, methoxy, ethoxy, Cl, F, Br, CN, $NR^{15}R^{16}$, and CF_3;

R^{14} is H, phenyl, benzyl, methyl, ethyl, propyl, or butyl;

R^{15}, at each occurrence, is independently selected from H, methyl, ethyl, propyl, and butyl;

R^{16}, at each occurrence, is independently selected from
H, OH, methyl, ethyl, propyl, butyl, benzyl, phenethyl, methyl-C(=O)-, ethyl-C(=O)-, methyl-$S(=O)_2$-, and ethyl-$S(=O)_2$-;

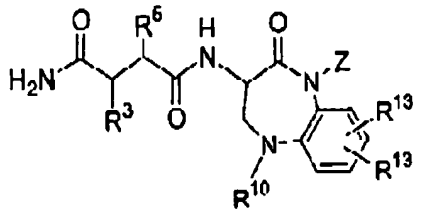
R^{17} is H, methyl, ethyl, propyl, butyl, methoxymethyl, ethoxymethyl, methoxyethyl, ethoxyethyl,
phenyl substituted by 0-3 R^{17a}, or
-CH_2-phenyl substituted by 0-3 R^{17a};

R^{17a} is H, methyl, methoxy, -OH, F, Cl, CF_3, or -OCF_3;

R^{18}, at each occurrence, is independently selected from
H, methyl, ethyl, propyl, butyl, phenyl, benzyl, and phenethyl; and

R^{19}, at each occurrence, is independently selected from
H, methyl, and ethyl.

26. (Previously added) A compound according to Claim 14 of Formula (Ig):



(Ig)

or a pharmaceutically acceptable salt thereof wherein:

R^3 is R^4,

R^4 is C_1 C_4 alkyl substituted with 0-1 R^{4a},
C_2-C_4 alkenyl substituted with 0-1 R^{4a}, or
C_2-C_4 alkynyl substituted with 0-1 R^{4a};

R^{4a} is selected from
H, F, CF_3,
C_3 C_6 carbocycle substituted with 0-3 R^{4b},
phenyl substituted with 0-3 R^{4b}, or
5 to 6 membered heterocycle containing 1 to 4 heteroatoms selected from nitrogen, oxygen, and sulphur, wherein said 5 to 6 membered heterocycle is substituted with 0-3 R^{4b}; wherein said 5 to 6 membered heterocycle is selected from pyridinyl, pyrimidinyl, triazinyl, furanyl, thienyl, thiazolyl, pyrrolyl, piperazinyl, piperidinyl, pyrazolyl, imidazolyl, oxazolyl, isoxazolyl, and tetrazolyl;

R^{4b}, at each occurrence, is independently selected from H, OH, Cl, F, $NR^{15}R^{16}$, CF_3, acetyl, SCH_3, $S(=O)CH_3$, $S(=O)_2CH_3$, methyl, ethyl, propyl, butyl, methoxy, ethoxy, propoxy, C_1-C_2 haloalkyl, and C_1-C_2 haloalkoxy;

R^5 is C_1-C_4 alkyl substituted with 0-1 R^{5b};
C_2-C_4 alkenyl substituted with 0-1 R^{5b};
C_2-C_4 alkynyl substituted with 0-1 R^{5b};

R^{5b} is selected from:

H, methyl, ethyl, propyl, butyl, CF_3, OR^{14}, =O;
C_3-C_6 carbocycle substituted with 0-2 R^{5c};
phenyl substituted with 0-3 R^{5c}; or
5 to 6 membered heterocycle containing 1 to 4 heteroatoms selected from nitrogen, oxygen, and sulphur, wherein said 5 to 6 membered heterocycle is substituted with 0-3 R^{5c}; wherein said 5 to 6 membered heterocycle is selected from pyridinyl, pyrimidinyl, triazinyl, furanyl, thienyl, thiazolyl, pyrrolyl, piperazinyl, piperidinyl, pyrazolyl, imidazolyl, oxazolyl, isoxazolyl, and tetrazolyl;

R^{5c}, at each occurrence, is independently selected from H, OH, Cl, F, $NR^{15}R^{16}$, CF_3, acetyl, SCH_3, $S(=O)CH_3$, $S(=O)_2CH_3$, methyl, ethyl, propyl, butyl, methoxy, ethoxy, propoxy, C_1-C_2 haloalkyl, and C_1-C_2 haloalkoxy;

R^{10} is H, $C(=O)R^{17}$, $C(=O)OR^{17}$;
C_1-C_4 alkyl optionally substituted with 0-1 R^{10a};
phenyl substituted with 0-4 R^{10b};
C_3-C_6 carbocycle substituted with 0-3 R^{10b}; or
5 to 6 membered heterocycle containing 1 to 4 heteroatoms selected from nitrogen, oxygen, and sulphur, wherein said 5 to 6 membered heterocycle is substituted with 0-3 R^{10b}; wherein said 5 to 6 membered heterocycle is selected from pyridinyl, pyrimidinyl, triazinyl, furanyl, thienyl, thiazolyl, pyrrolyl, piperazinyl, piperidinyl, pyrazolyl, imidazolyl, oxazolyl, isoxazolyl, and tetrazolyl;

R^{10a} is selected from H, methyl, ethyl, propyl, butyl, OR^{14}, Cl, F, =O, $NR^{15}R^{16}$, CF_3, or phenyl substituted with 0-4 R^{10b};

R^{10b}, at each occurrence, is independently selected from H, OH, methyl, ethyl, propyl, butyl, methoxy, ethoxy, propoxy, Cl, F, $NR^{15}R^{16}$, and CF_3;

Z is C_1-C_3 alkyl substituted with 1-3 R^{12};
C_2-C_3 alkenyl substituted with 1-3 R^{12};
C_2-C_3 alkynyl substituted with 1-3 R^{12};
C_6-C_{10} aryl substituted with 0-4 R^{12b};

C_3-C_6 carbocycle substituted with 0-3 R^{12b}; or

5 to 6 membered heterocycle containing 1 to 4 heteroatoms selected from nitrogen, oxygen, and sulphur, wherein said 5 to 6 membered heterocycle is substituted with 0-3 R^{12b}; wherein said 5 to 6 membered heterocycle is selected from pyridinyl, pyrimidinyl, triazinyl, furanyl, thienyl, thiazolyl, pyrrolyl, piperazinyl, piperidinyl, pyrazolyl, imidazolyl, oxazolyl, isoxazolyl, and tetrazolyl;

R^{12}, at each occurrence, is independently selected from

C_6-C_{10} aryl substituted with 0-4 R^{12b};

C_3-C_6 carbocycle substituted with 0-3 R^{12b}; or

5 to 6 membered heterocycle containing 1 to 4 heteroatoms selected from nitrogen, oxygen, and sulphur, wherein said 5 to 6 membered heterocycle is substituted with 0-3 R^{12b}; wherein said 5 to 6 membered heterocycle is selected from pyridinyl, pyrimidinyl, triazinyl, furanyl, thienyl, thiazolyl, pyrrolyl, piperazinyl, piperidinyl, pyrazolyl, imidazolyl, oxazolyl, isoxazolyl, and tetrazolyl;

R^{12b}, at each occurrence, is independently selected from

H, OH, Cl, F, $NR^{15}R^{16}$, CF_3, acetyl, SCH_3, $S(=O)CH_3$, $S(=O)_2CH_3$, methyl, ethyl, propyl, butyl, methoxy, ethoxy, propoxy, C_1-C_2 haloalkyl, and C_1-C_2 haloalkoxy;

R^{13}, at each occurrence, is independently selected from

H, OH, methyl, ethyl, propyl, butyl, methoxy, ethoxy, Cl, F, Br, CN, $NR^{15}R^{16}$, and CF_3;

R^{14} is H, phenyl, benzyl, methyl, ethyl, propyl, or butyl;

R^{15}, at each occurrence, is independently selected from H, methyl, ethyl, propyl, and butyl;

R^{16}, at each occurrence, is independently selected from

H, OH, methyl, ethyl, propyl, butyl, benzyl, phenethyl, methyl-C(=O)-, ethyl-C(=O)-, methyl-S(=O)2-, and ethyl-S(=O)2-;

R^{17} is H, methyl, ethyl, propyl, butyl, methoxymethyl, ethoxymethyl, methoxyethyl, ethoxyethyl,

phenyl substituted by 0-3 R^{17a}, or
CH_2-phenyl substituted by 0-3 R^{17a};

R^{17a} is H, methyl, methoxy, -OH, F, Cl, CF_3, or OCF_3;

R^{18}, at each occurrence, is independently selected from
H, methyl, ethyl, propyl, butyl, phenyl, benzyl, and phenethyl; and

R^{19}, at each occurrence, is independently selected from
H, methyl, and ethyl;

provided, when R^{13} is H,
then Z is C_2-C_3 alkenyl substituted with 1-3 R^{12}; or
C_2-C_3 alkynyl substituted with 1-3 R^{12}.

27. **(Previously Added)** A pharmaceutical composition comprising a compound according to Claim 2 and a pharmaceutically acceptable carrier.

28. **(Previously Added)** A pharmaceutical composition comprising a compound according to Claim 3 and a pharmaceutically acceptable carrier.

29. **(Previously Added)** A pharmaceutical composition comprising a compound according to Claim 4 and a pharmaceutically acceptable carrier.

30. **(Previously Added)** A pharmaceutical composition comprising a compound according to Claim 6 and a pharmaceutically acceptable carrier.

31. **(Canceled)**

32. **(Canceled)**

33. **(Previously Added)** A pharmaceutical composition comprising a compound according to Claim 11 and a pharmaceutically acceptable carrier.

34. **(Canceled)**

35. **(Previously Added)** A pharmaceutical composition comprising a compound according to Claim 13 and a pharmaceutically acceptable carrier.

36. **(Previously Added)** A pharmaceutical composition comprising a compound according to Claim 14 and a pharmaceutically acceptable carrier.

37. **(Previously Added)** A pharmaceutical composition comprising a compound according to Claim 16 and a pharmaceutically acceptable carrier.

38. **(Canceled)**

39. **(Previously Added)** A pharmaceutical composition comprising a compound according to Claim 20 and a pharmaceutically acceptable carrier.

40. **(Previously Added)** A pharmaceutical composition comprising a compound according to Claim 25 and a pharmaceutically acceptable carrier.

41. **(Previously Added)** A pharmaceutical composition comprising a compound according to Claim 26 and a pharmaceutically acceptable carrier.

42. **(Previously Added)** A method for the treatment of Alzheimer's Disease comprising administering to a host in need of such treatment a therapeutically effective amount of a compound of Claim 2.

43. **(Previously Added)** A method for the treatment of Alzheimer's Disease comprising administering to a host in need of such treatment a therapeutically effective amount of a compound of Claim 3.

44. **(Previously Added)** A method for the treatment of Alzheimer's Disease comprising administering to a host in need of such treatment a therapeutically effective amount of a compound of Claim 4.

45. **(Previously Added)** A method for the treatment of Alzheimer's Disease comprising administering to a host in need of such treatment a therapeutically effective amount of a compound of Claim 6.

46.- 47. **(Canceled)**

48. **(Previously Added)** A method for the treatment of Alzheimer's Disease comprising administering to a host in need of such treatment a therapeutically effective amount of a compound of Claim 11.

49. **(Canceled)**

50. **(Previously Added)** A method for the treatment of Alzheimer's Disease comprising administering to a host in need of such treatment a therapeutically effective amount of a compound of Claim 13.

51. **(Previously Added)** A method for the treatment of Alzheimer's Disease comprising administering to a host in need of such treatment a therapeutically effective amount of a compound of Claim 14.

52. **(Previously Added)** A method for the treatment of Alzheimer's Disease comprising administering to a host in need of such treatment a therapeutically effective amount of a compound of Claim 16.

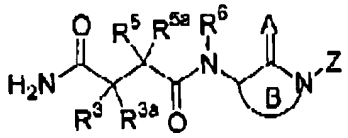
53. **(Canceled)**

54. **(Previously Added)** A method for the treatment of Alzheimer's Disease comprising administering to a host in need of such treatment a therapeutically effective amount of a compound of Claim 20.

55. **(Previously Added)** A method for the treatment of Alzheimer's Disease comprising administering to a host in need of such treatment a therapeutically effective amount of a compound of Claim 25.

56. **(Previously Added)** A method for the treatment of Alzheimer's Disease comprising administering to a host in need of such treatment a therapeutically effective amount of a compound of Claim 26.

57. **(NEW)** A compound according to Claim 2 of Formula (Ia)



(Ia)

or a pharmaceutically acceptable salt thereof,
wherein:

R^3 is $-(CR^7R^{7a})_n-R^4$,
$-(CR^7R^{7a})_n-S-(CR^7R^{7a})_m-R^4$,
$-(CR^7R^{7a})_n-O-(CR^7R^{7a})_m-R^4$, or
$-(CR^7R^{7a})_n-N(R^{7b})-(CR^7R^{7a})_m-R^4$;

n is 0, 1, or 2;

m is 0, 1, or 2;

R^{3a} is H, OH, methyl, ethyl, propyl, butyl, methoxy, ethoxy, propoxy, butoxy, allyl, or 3-buten-1-yl;

R^4 is H, OH, OR^{14a},
C_1-C_6 alkyl substituted with 0-3 R^{4a},
C_2-C_6 alkenyl substituted with 0-3 R^{4a},
C_2-C_6 alkynyl substituted with 0-3 R^{4a},
C_3-C_{10} carbocycle substituted with 0-3 R^{4b},
C_6-C_{10} aryl substituted with 0-3 R^{4b}, or

5 to 10 membered heterocycle containing 1 to 4 heteroatoms selected from nitrogen, oxygen, and sulphur, wherein said 5 to 10 membered heterocycle is substituted with 0 3 R^{4b};

R^{4a}, at each occurrence, is independently selected from H, F, Cl, Br, I, CF_3,
C_3-C_{10} carbocycle substituted with 0-3 R^{4b},
C_6-C_{10} aryl substituted with 0-3 R^{4b}, or
5 to 10 membered heterocycle containing 1 to 4 heteroatoms selected from nitrogen, oxygen, and sulphur, wherein said 5 to 10 membered heterocycle is substituted with 0 3 R^{4b};

R^{4b}, at each occurrence, is independently selected from H, OH, Cl, F, Br, I, CN, NO_2, $NR^{15}R^{16}$, CF_3, acetyl, SCH_3, $S(=O)CH_3$, $S(=O)_2CH_3$, C_1-C_6 alkyl, C_1-C_4 alkoxy, C_1-C_4 haloalkyl, and C_1 C_4 haloalkoxy;

R^5 is H, OR^{14};
C_1-C_6 alkyl substituted with 0-3 R^{5b};
C_1-C_6 alkoxy substituted with 0-3 R^{5b};
C_2-C_6 alkenyl substituted with 0-3 R^{5b};
C_2-C_6 alkynyl substituted with 0 3 R^{5b};
C_3-C_{10} carbocycle substituted with 0-3 R^{5c};
C_6-C_{10} aryl substituted with 0-3 R^{5c}; or
5 to 10 membered heterocycle containing 1 to 4 heteroatoms selected from nitrogen, oxygen, and sulphur, wherein said 5 to 10 membered heterocycle is substituted with 0-3 R^{5c};

R^{5a} is H or C_1-C_4 alkyl;

R^{5b}, at each occurrence, is independently selected from:
H, C_1-C_6 alkyl, CF_3, OR^{14}, Cl, F, Br, I, =O, CN, NO_2, $NR^{15}R^{16}$;
C_3 C_{10} carbocycle substituted with 0-3 R^{5c};
C_6-C_{10} aryl substituted with 0-3 R^{5c}; or

5 to 10 membered heterocycle containing 1 to 4 heteroatoms selected from nitrogen, oxygen, and sulphur, wherein said 5 to 10 membered heterocycle is substituted with 0-3 R^{5c};

R^{5c}, at each occurrence, is independently selected from H, OH, Cl, F, Br, I, CN, NO_2, $NR^{15}R^{16}$, CF_3, acetyl, SCH_3, $S(=O)CH_3$, $S(=O)_2CH_3$, C_1-C_6 alkyl, C_1-C_4 alkoxy, C_1-C_4 haloalkyl, and C_1-C_4 haloalkoxy;

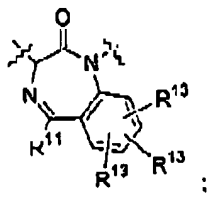
R^6 is H, methyl, or ethyl;

R^7, at each occurrence, is independently selected from H, OH, Cl, F, Br, I, CN, NO_2, CF_3, phenyl and C_1-C_4 alkyl;

R^{7a}, at each occurrence, is independently selected from H, OH, Cl, F, Br, I, CN, NO_2, CF_3, and C_1-C_4 alkyl;

R^{7b} is independently selected from H, methyl, ethyl, propyl, and butyl;

Ring B is



;

R^{11}, at each occurrence, is independently selected from
H, C_1-C_4 alkoxy, Cl, F, Br, I, CN, NO_2, $NR^{18}R^{19}$, $C(=O)R^{17}$, $C(=O)OR^{17}$, $C(=O)NR^{18}R^{19}$, $S(=O)_2NR^{18}R^{19}$, CF_3;
C_1-C_6 alkyl optionally substituted with 0-3 R^{11a};
C_6-C_{10} aryl substituted with 0-3 R^{11b};
C_3-C_{10} carbocycle substituted with 0-3 R^{11b}; or

5 to 10 membered heterocycle containing 1 to 4 heteroatoms selected from nitrogen, oxygen, and sulphur, wherein said 5 to 10 membered heterocycle is substituted with 0-3 R^{11b};

R^{11a}, at each occurrence, is independently selected from H, C_1-C_6 alkyl, OR^{14}, Cl, F, Br, I, =O, CN, NO_2, $NR^{15}R^{16}$, CF_3, or phenyl substituted with 0-3 R^{11b};

R^{11b}, at each occurrence, is independently selected from H, OH, Cl, F, Br, I, CN, NO_2, $NR^{15}R^{16}$, CF_3, acetyl, SCH_3, $S(=O)CH_3$, $S(=O)_2CH_3$, C_1-C_6 alkyl, C_1-C_4 alkoxy, C_1-C_4 haloalkyl, and C_1-C_4 haloalkoxy;

Z is H;
C_1-C_6 alkyl substituted with 0-3 R^{12a};
C_2-C_4 alkenyl substituted with 0-3 R^{12a}; or
C_2-C_4 alkynyl substituted with 0-3 R^{12a};

R^{12a}, at each occurrence, is independently selected from H, OH, Cl, F, Br, I, CN, NO_2, $NR^{15}R^{16}$, CF_3, acetyl, SCH_3, $S(=O)CH_3$, $S(=O)_2CH_3$, C_1-C_6 alkyl, C_1-C_4 alkoxy, C_1-C_4 haloalkyl, and C_1-C_4 haloalkoxy;

R^{13}, at each occurrence, is independently selected from H, OH, C_1-C_6 alkyl, C_1-C_4 alkoxy, Cl, F, Br, I, CN, NO_2, $NR^{15}R^{16}$, and CF_3;

R^{14} is H, phenyl, benzyl, C_1-C_6 alkyl, or C_2-C_6 alkoxyalkyl;

R^{14a} is H, phenyl, benzyl, methyl, ethyl, propyl, or butyl;

R^{15}, at each occurrence, is independently selected from H, C_1-C_6 alkyl, benzyl, phenethyl, (C_1-C_6 alkyl)-C(=O)-, and (C_1-C_6 alkyl)-$S(=O)_2$-;

R^{16}, at each occurrence, is independently selected from H, OH, C_1-C_6 alkyl, benzyl, phenethyl, (C_1-C_6 alkyl)-C(=O)-, and (C_1-C_6 alkyl)-$S(=O)_2$-;

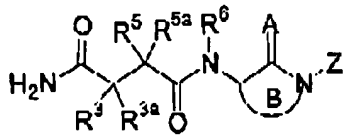
R^{17} is H, C_1-C_6 alkyl, C_2-C_6 alkoxyalkyl,
aryl substituted by 0-4 R^{17a}, or
-CH_2-aryl substituted by 0-4 R^{17a};

R^{17a} is H, methyl, ethyl, propyl, butyl, methoxy, ethoxy, propoxy, butoxy, -OH, F, Cl, Br, I, CF_3, OCF_3, SCH_3, $S(O)CH_3$, SO_2CH_3, $-NH_2$, $-N(CH_3)2$, or C_1-C_4 haloalkyl;

R^{18}, at each occurrence, is independently selected from
H, C_1-C_6 alkyl, phenyl, benzyl, phenethyl,
(C_1-C_6 alkyl)-C(=O)-, and (C_1-C_6 alkyl)-S(=O)2-; and

R^{19}, at each occurrence, is independently selected from
H, OH, C_1-C_6 alkyl, phenyl, benzyl, phenethyl,
(C_1-C_6 alkyl)-C(=O)-, and (C_1-C_6 alkyl)-S(=O)2-.

58. (NEW) A compound according to Claim 2 of Formula (Ia)



(Ia)

or a pharmaceutically acceptable salt thereof,
wherein:

R^3 is -$(CR^7R^{7a})_n$-R^4,
-$(CR^7R^{7a})_n$-S-$(CR^7R^{7a})_m$-R^4,
-$(CR^7R^{7a})_n$-O-$(CR^7R^{7a})_m$-R^4, or
-$(CR^7R^{7a})_n$-N(R^{7b})-$(CR^7R^{7a})_m$-R^4;

n is 0, 1, or 2;

m is 0, 1, or 2;

R^{3a} is H, OH, methyl, ethyl, propyl, butyl, methoxy, ethoxy, propoxy, butoxy, allyl, or 3-buten-1-yl;

R^4 is H, OH, OR^{14a},
C_1-C_6 alkyl substituted with 0-3 R^{4a},
C_2-C_6 alkenyl substituted with 0-3 R^{4a},
C_2-C_6 alkynyl substituted with 0-3 R^{4a},
C_3-C_{10} carbocycle substituted with 0-3 R^{4b},
C_6-C_{10} aryl substituted with 0-3 R^{4b}, or
5 to 10 membered heterocycle containing 1 to 4 heteroatoms selected from nitrogen, oxygen, and sulphur, wherein said 5 to 10 membered heterocycle is substituted with 0-3 R^{4b};

R^{4a}, at each occurrence, is independently selected from H, F, Cl, Br, I, CF_3,
C_3-C_{10} carbocycle substituted with 0-3 R^{4b},
C_6-C_{10} aryl substituted with 0-3 R^{4b}, or
5 to 10 membered heterocycle containing 1 to 4 heteroatoms selected from nitrogen, oxygen, and sulphur, wherein said 5 to 10 membered heterocycle is substituted with 0-3 R^{4b};

R^{4b}, at each occurrence, is independently selected from H, OH, Cl, F, Br, I, CN, NO_2, $NR^{15}R^{16}$, CF_3, acetyl, SCH_3, $S(=O)CH_3$, $S(=O)_2CH_3$, C_1-C_6 alkyl, C_1-C_4 alkoxy, C_1 C_4 haloalkyl, and C_1-C_4 haloalkoxy;

R^5 is H, OR^{14};
C_1-C_6 alkyl substituted with 0-3 R^{5b};
C_1-C_6 alkoxy substituted with 0-3 R^{5b};
C_2-C_6 alkenyl substituted with 0-3 R^{5b};
C_2-C_6 alkynyl substituted with 0-3 R^{5b};
C_3-C_{10} carbocycle substituted with 0-3 R^{5c};
C_6-C_{10} aryl substituted with 0-3 R^{5c}; or

5 to 10 membered heterocycle containing 1 to 4 heteroatoms selected from nitrogen, oxygen, and sulphur, wherein said 5 to 10 membered heterocycle is substituted with 0-3 R^{5c};

R^{5a} is H or C_1-C_4 alkyl;

R^{5b}, at each occurrence, is independently selected from:
H, C_1-C_6 alkyl, CF_3, OR^{14}, Cl, F, Br, I, =O, CN, NO_2, $NR^{15}R^{16}$;
C_3-C_{10} carbocycle substituted with 0-3 R^{5c};
C_6-C_{10} aryl substituted with 0-3 R^{5c}; or
5 to 10 membered heterocycle containing 1 to 4 heteroatoms selected from nitrogen, oxygen, and sulphur, wherein said 5 to 10 membered heterocycle is substituted with 0-3 R^{5c};

R^{5c}, at each occurrence, is independently selected from H, OH, Cl, F, Br, I, CN, NO_2, $NR^{15}R^{16}$, CF_3, acetyl, SCH_3, $S(=O)CH_3$, $S(=O)_2CH_3$, C_1-C_6 alkyl, C_1-C_4 alkoxy, C_1-C_4 haloalkyl, and C_1-C_4 haloalkoxy;

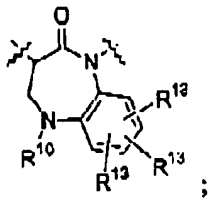
R^6 is H, methyl, or ethyl;

R^7, at each occurrence, is independently selected from H, OH, Cl, F, Br, I, CN, NO_2, CF_3, phenyl and C_1-C_4 alkyl;

R^{7a}, at each occurrence, is independently selected from H, OH, Cl, F, Br, I, CN, NO_2, CF_3, and C_1-C_4 alkyl;

R^{7b} is independently selected from H, methyl, ethyl, propyl, and butyl;

Ring B is



;

R^{10} is H, $C(=O)R^{17}$, $C(=O)OR^{17}$, $C(=O)NR^{18}R^{19}$,

$S(=O)_2NR^{18}R^{19}$, $S(=O)_2R^{17}$;
C_1-C_6 alkyl optionally substituted with 0-2 R^{10a};
C_6-C_{10} aryl substituted with 0-4 R^{10b};
C_3-C_{10} carbocycle substituted with 0-3 R^{10b}; or
5 to 10 membered heterocycle containing 1 to 4 heteroatoms selected from nitrogen, oxygen, and sulphur, wherein said 5 to 10 membered heterocycle is substituted with 0-3 R^{10b};

R^{10a}, at each occurrence, is independently selected from H, C_1-C_6 alkyl, OR^{14}, Cl, F, Br, I, =O, CN, NO_2, $NR^{15}R^{16}$, CF_3, or phenyl substituted with 0-4 R^{10b};

R^{10b}, at each occurrence, is independently selected from H, OH, C_1-C_6 alkyl, C_1-C_4 alkoxy, Cl, F, Br, I, CN, NO_2, $NR^{15}R^{16}$, or CF_3;

Z is H;
C_1-C_6 alkyl substituted with 0-3 R^{12a};
C_2-C_4 alkenyl substituted with 0-3 R^{12a}; or
C_2-C_4 alkynyl substituted with 0-3 R^{12a};

R^{12a}, at each occurrence, is independently selected from
H, OH, Cl, F, Br, I, CN, NO_2, $NR^{15}R^{16}$, CF_3, acetyl, SCH_3, $S(=O)CH_3$, $S(=O)_2CH_3$, C_1-C_6 alkyl, C_1-C_4 alkoxy, C_1-C_4 haloalkyl, and C_1-C_4 haloalkoxy;

R^{13}, at each occurrence, is independently selected from

H, OH, C_1-C_6 alkyl, C_1-C_4 alkoxy, Cl, F, Br, I, CN, NO_2, $NR^{15}R^{16}$, and CF_3;

R^{14} is H, phenyl, benzyl, C_1-C_6 alkyl, or C_2-C_6 alkoxyalkyl;

R^{14a} is H, phenyl, benzyl, methyl, ethyl, propyl, or butyl;

R^{15}, at each occurrence, is independently selected from H, C_1-C_6 alkyl, benzyl, phenethyl, (C_1-C_6 alkyl)-C(=O)-, and (C_1-C_6 alkyl)-S(=O)2-;

R^{16}, at each occurrence, is independently selected from
H, OH, C_1-C_6 alkyl, benzyl, phenethyl,
(C_1-C_6 alkyl)-C(=O)-, and (C_1-C_6 alkyl)-S(=O)2-;

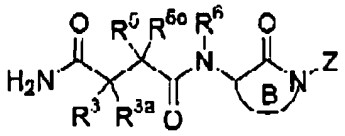
R^{17} is H, C_1-C_6 alkyl, C_2-C_6 alkoxyalkyl,
aryl substituted by 0-4 R^{17a}, or
-CH_2-aryl substituted by 0-4 R^{17a};

R^{17a} is H, methyl, ethyl, propyl, butyl, methoxy, ethoxy, propoxy, butoxy, -OH, F, Cl, Br, I, CF_3, OCF_3, SCH_3, $S(O)CH_3$, SO_2CH_3, $-NH_2$, $-N(CH_3)_2$, or C_1-C_4 haloalkyl;

R^{18}, at each occurrence, is independently selected from
H, C_1-C_6 alkyl, phenyl, benzyl, phenethyl,
(C_1-C_6 alkyl)-C(=O)-, and (C_1-C_6 alkyl)-S(=O)2-; and

R^{19}, at each occurrence, is independently selected from
H, OH, C_1-C_6 alkyl, phenyl, benzyl, phenethyl,
(C_1-C_6 alkyl) C(=O)-, and (C_1-C_6 alkyl)-S(=O)2-.

59. (NEW) A compound according to Claim 12 of Formula (Ia")



(Ia")

or a pharmaceutically acceptable salt thereof,
wherein:

R^3 is $-(CR^7R^{7a})_n-R^4$,
$-(CR^7R^{7a})_n-S-(CR^7R^{7a})_m-R^4$,
$-(CR^7R^{7a})_n-O-(CR^7R^{7a})_m-R^4$, or
$-(CR^7R^{7a})_n-N(R^{7b})-(CR^7R^{7a})_m-R^4$;

n is 0, 1, or 2;

m is 0, 1, or 2;

R^{3a} is H, OH, methyl, ethyl, propyl, butyl, methoxy, ethoxy, propoxy, butoxy, allyl, or 3-buten-1-yl;

R^4 is H, OH, OR^{14a},
C_1-C_6 alkyl substituted with 0-3 R^{4a},
C_2-C_6 alkenyl substituted with 0-3 R^{4a},
C_2-C_6 alkynyl substituted with 0-3 R^{4a},
C_3-C_{10} carbocycle substituted with 0-3 R^{4b},
C_6-C_{10} aryl substituted with 0-3 R^{4b}, or
5 to 10 membered heterocycle containing 1 to 4 heteroatoms selected from nitrogen, oxygen, and sulphur, wherein said 5 to 10 membered heterocycle is substituted with 0-3 R^{4b};

R^{4a}, at each occurrence, is independently selected from H, F, Cl, Br, I, CF_3,
C_3-C_{10} carbocycle substituted with 0-3 R^{4b},
C_6-C_{10} aryl substituted with 0-3 R^{4b}, or

5 to 10 membered heterocycle containing 1 to 4 heteroatoms selected from nitrogen, oxygen, and sulphur, wherein said 5 to 10 membered heterocycle is substituted with 0-3 R^{4b};

R^{4b}, at each occurrence, is independently selected from H, OH, Cl, F, Br, I, CN, NO_2, $NR^{15}R^{16}$, CF_3, acetyl, SCH_3, $S(=O)CH_3$, $S(=O)_2CH_3$, C_1-C_6 alkyl, C_1-C_4 alkoxy, C_1-C_4 haloalkyl, and C_1-C_4 haloalkoxy;

R^5 is H, OR^{14};
C_1-C_6 alkyl substituted with 0-3 R^{5b};
C_1-C_6 alkoxy substituted with 0-3 R^{5b};
C_2-C_6 alkenyl substituted with 0-3 R^{5b};
C_2-C_6 alkynyl substituted with 0-3 R^{5b};
C_3-C_{10} carbocycle substituted with 0-3 R^{5c};
C_6-C_{10} aryl substituted with 0-3 R^{5c}; or
5 to 10 membered heterocycle containing 1 to 4 heteroatoms selected from nitrogen, oxygen, and sulphur, wherein said 5 to 10 membered heterocycle is substituted with 0-3 R^{5c};

R^{5a} is H or C_1-C_4 alkyl;

R^{5b}, at each occurrence, is independently selected from:
H, C_1-C_6 alkyl, CF_3, OR^{14}, Cl, F, Br, I, –O, CN, NO_2, $NR^{15}R^{16}$;
C_3-C_{10} carbocycle substituted with 0-3 R^{5c};
C_6-C_{10} aryl substituted with 0-3 R^{5c}; or
5 to 10 membered heterocycle containing 1 to 4 heteroatoms selected from nitrogen, oxygen, and sulphur, wherein said 5 to 10 membered heterocycle is substituted with 0-3 R^{5c};

R^{5c}, at each occurrence, is independently selected from H, OH, Cl, F, Br, I, CN, NO_2, $NR^{15}R^{16}$, CF_3, acetyl, SCH_3, $S(=O)CH_3$, $S(=O)_2CH_3$, C_1-C_6 alkyl, C_1-C_4 alkoxy, C_1-C_4 haloalkyl, and C_1-C_4 haloalkoxy;

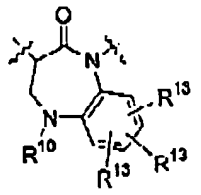
R^6 is H, methyl, or ethyl;

R^7, at each occurrence, is independently selected from
H, OH, Cl, F, Br, I, CN, NO_2, CF_3, phenyl, and C_1-C_4 alkyl;

R^{7a}, at each occurrence, is independently selected from
H, OH, Cl, F, Br, I, CN, NO_2, CF_3, and C_1-C_4 alkyl;

R^{7b} is independently selected from H, methyl, ethyl, propyl, and butyl;

Ring B is



;

R^{10} is H, $C(=O)R^{17}$, $C(=O)OR^{17}$, $C(=O)NR^{18}R^{19}$,
$S(=O)_2NR^{18}R^{19}$, $S(=O)_2R^{17}$;
C_1-C_6 alkyl optionally substituted with 0-2 R^{10a};
C_6-C_{10} aryl substituted with 0-4 R^{10b};
C_3-C_{10} carbocycle substituted with 0-3 R^{10b}; or
5 to 10 membered heterocycle containing 1 to 4 heteroatoms selected from nitrogen, oxygen, and sulphur, wherein said 5 to 10 membered heterocycle is substituted with 0-3 R^{10b};

R^{10a}, at each occurrence, is independently selected from H, C_1-C_6 alkyl, OR^{14}, Cl, F, Br, I, =O, CN, NO_2, $NR^{15}R^{16}$, CF_3, or phenyl substituted with 0-4 R^{10b};

R^{10b}, at each occurrence, is independently selected from H, OH, C_1-C_6 alkyl, C_1-C_4 alkoxy, Cl, F, Br, I, CN, NO_2, $NR^{15}R^{16}$, or CF_3;

R^{11}, at each occurrence, is independently selected from
H, C_1-C_4 alkoxy, Cl, F, Br, I, CN, NO_2, $NR^{18}R^{19}$, $C(=O)R^{17}$, $C(=O)OR^{17}$,
$C(=O)NR^{18}R^{19}$, $S(=O)_2NR^{18}R^{19}$, CF_3;
C_1-C_6 alkyl optionally substituted with 0-3 R^{11a};
C_6-C_{10} aryl substituted with 0-3 R^{11b};
C_3-C_{10} carbocycle substituted with 0-3 R^{11b}; or
5 to 10 membered heterocycle containing 1 to 4 heteroatoms selected from nitrogen, oxygen, and sulphur, wherein said 5 to 10 membered heterocycle is substituted with 0-3 R^{11b};

R^{11a}, at each occurrence, is independently selected from H, C_1-C_6 alkyl, OR^{14}, Cl, F, Br, I, =O, CN, NO_2, $NR^{15}R^{16}$, CF_3, or phenyl substituted with 0-3 R^{11b};

R^{11b}, at each occurrence, is independently selected from H, OH, Cl, F, Br, I, CN, NO_2, $NR^{15}R^{16}$, CF_3, acetyl, SCH_3, $S(=O)CH_3$, $S(=O)_2CH_3$, C_1-C_6 alkyl, C_1-C_4 alkoxy, C_1-C_4 haloalkyl, and C_1-C_4 haloalkoxy;

Z is C_1-C_6 alkyl substituted with 1-3 R^{12};
C_2-C_4 alkenyl substituted with 1-3 R^{12};
C_2-C_4 alkynyl substituted with 1-3 R^{12};
C_6-C_{10} aryl substituted with 0-4 R^{12b};
C_3-C_{10} carbocycle substituted with 0-4 R^{12b}; or
5 to 10 membered heterocycle containing 1 to 4 heteroatoms selected from nitrogen, oxygen, and sulphur, wherein said 5 to 10 membered heterocycle is substituted with 0-3 R^{12b};

R^{12}, at each occurrence, is independently selected from
C_6-C_{10} aryl substituted with 0-4 R^{12b};
C_3-C_{10} carbocycle substituted with 0-4 R^{12b}; or
5 to 10 membered heterocycle containing 1 to 4 heteroatoms selected from nitrogen, oxygen, and sulphur, wherein said 5 to 10 membered heterocycle is substituted with 0-3 R^{12b};

R^{12b}, at each occurrence, is independently selected from
H, OH, Cl, F, Br, I, CN, NO_2, $NR^{15}R^{16}$, CF_3, acetyl, SCH_3, $S(=O)CH_3$, $S(=O)_2CH_3$, C_1-C_6 alkyl, C_1-C_4 alkoxy, C_1-C_4 haloalkyl, and C_1-C_4 haloalkoxy;

R^{13}, at each occurrence, is independently selected from
H, OH, C_1-C_6 alkyl, C_1-C_4 alkoxy, Cl, F, Br, I, CN, NO_2, $NR^{15}R^{16}$, and CF_3;

R^{14} is H, phenyl, benzyl, C_1-C_6 alkyl, or C_2-C_6 alkoxyalkyl;

R^{14a} is H, phenyl, benzyl, methyl, ethyl, propyl, or butyl;

R^{15}, at each occurrence, is independently selected from H, C_1-C_6 alkyl, benzyl, phenethyl, (C_1-C_6 alkyl)-C(=O)-, and (C_1 C_6 alkyl)-S(=O)2-;

R^{16}, at each occurrence, is independently selected from
H, OH, C_1 C_6 alkyl, benzyl, phenethyl,
(C_1-C_6 alkyl)-C(=O)-, and (C_1-C_6 alkyl)-S(=O)2-;

R^{17} is H, C_1 C_6 alkyl, C_2-C_6 alkoxyalkyl,
aryl substituted by 0-4 R^{17a}, or
-CH_2 aryl substituted by 0-4 R^{17a};

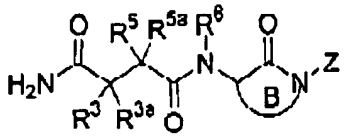
R^{17a} is H, methyl, ethyl, propyl, butyl, methoxy, ethoxy, propoxy, butoxy, -OH, F, Cl, Br, I, CF_3, OCF_3, SCH_3, $S(O)CH_3$, SO_2CH_3, $-NH_2$, $-N(CH_3)_2$, or C_1-C_4 haloalkyl;

R^{18}, at each occurrence, is independently selected from
H, C_1-C_6 alkyl, phenyl, benzyl, phenethyl,
(C_1-C_6 alkyl)-C(=O)-, and (C_1-C_6 alkyl)-S(=O)2-; and

R^{19}, at each occurrence, is independently selected from
H, OH, C_1-C_6 alkyl, phenyl, benzyl, phenethyl,
(C_1-C_6 alkyl)-C(=O)-, and (C_1-C_6 alkyl)-S(=O)2-;

provided, when R^{13} is H,
then Z is C_4-C_6 alkyl substituted with 1-3 R^{12};
C_2-C_4 alkenyl substituted with 1-3 R^{12}; or
C_2-C_4 alkynyl substituted with 1-3 R^{12}.

60. (NEW) A compound according to Claim 12 of Formula (Ia")



(Ia")

or a pharmaceutically acceptable salt thereof,
wherein:

R^3 is $-(CR^7R^{7a})_n-R^4$,
$-(CR^7R^{7a})_n-S-(CR^7R^{7a})_m-R^4$,
$-(CR^7R^{7a})_n-O-(CR^7R^{7a})_m-R^4$, or
$-(CR^7R^{7a})_n-N(R^{7b})-(CR^7R^{7a})_m-R^4$;

n is 0, 1, or 2;

m is 0, 1, or 2;

R^{3a} is H, OH, methyl, ethyl, propyl, butyl, methoxy, ethoxy, propoxy, butoxy, allyl, or 3-buten-1-yl;

R^4 is H, OH, OR^{14a},
C_1-C_6 alkyl substituted with 0-3 R^{4a},
C_2-C_6 alkenyl substituted with 0-3 R^{4a},

C_2-C_6 alkynyl substituted with 0-3 R^{4a},
C_3-C_{10} carbocycle substituted with 0-3 R^{4b},
C_6-C_{10} aryl substituted with 0-3 R^{4b}, or
5 to 10 membered heterocycle containing 1 to 4 heteroatoms selected from nitrogen, oxygen, and sulphur, wherein said 5 to 10 membered heterocycle is substituted with 0-3 R^{4b};

R^{4a}, at each occurrence, is independently selected from H, F, Cl, Br, I, CF_3,
C_3-C_{10} carbocycle substituted with 0-3 R^{4b},
C_6-C_{10} aryl substituted with 0-3 R^{4b}, or
5 to 10 membered heterocycle containing 1 to 4 heteroatoms selected from nitrogen, oxygen, and sulphur, wherein said 5 to 10 membered heterocycle is substituted with 0-3 R^{4b};

R^{4b}, at each occurrence, is independently selected from H, OH, Cl, F, Br, I, CN, NO_2, $NR^{15}R^{16}$, CF_3, acetyl, SCH_3, $S(=O)CH_3$, $S(=O)_2CH_3$, C_1-C_6 alkyl, C_1-C_4 alkoxy, C_1-C_4 haloalkyl, and C_1-C_4 haloalkoxy;

R^5 is H, OR^{14};
C_1-C_6 alkyl substituted with 0 3 R^{5b};
C_1-C_6 alkoxy substituted with 0 3 R^{5b};
C_2-C_6 alkenyl substituted with 0-3 R^{5b};
C_2-C_6 alkynyl substituted with 0-3 R^{5b};
C_3-C_{10} carbocycle substituted with 0-3 R^{5c};
C_6-C_{10} aryl substituted with 0-3 R^{5c}; or
5 to 10 membered heterocycle containing 1 to 4 heteroatoms selected from nitrogen, oxygen, and sulphur, wherein said 5 to 10 membered heterocycle is substituted with 0-3 R^{5c};

R^{5a} is H or C_1-C_4 alkyl;

R^{5b}, at each occurrence, is independently selected from:
H, C_1-C_6 alkyl, CF_3, OR^{14}, Cl, F, Br, I, =O, CN, NO_2, $NR^{15}R^{16}$;

C_3-C_{10} carbocycle substituted with 0-3 R^{5c};

C_6-C_{10} aryl substituted with 0-3 R^{5c}; or

5 to 10 membered heterocycle containing 1 to 4 heteroatoms selected from nitrogen, oxygen, and sulphur, wherein said 5 to 10 membered heterocycle is substituted with 0-3 R^{5c};

R^{5c}, at each occurrence, is independently selected from H, OH, Cl, F, Br, I, CN, NO_2, $NR^{15}R^{16}$, CF_3, acetyl, SCH_3, $S(=O)CH_3$, $S(=O)_2CH_3$, C_1-C_6 alkyl, C_1-C_4 alkoxy, C_1-C_4 haloalkyl, and C_1-C_4 haloalkoxy;

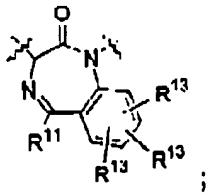
R^6 is H, methyl, or ethyl;

R^7, at each occurrence, is independently selected from H, OH, Cl, F, Br, I, CN, NO_2, CF_3, phenyl, and C_1-C_4 alkyl;

R^{7a}, at each occurrence, is independently selected from H, OH, Cl, F, Br, I, CN, NO_2, CF_3, and C_1-C_4 alkyl;

R^{7b} is independently selected from H, methyl, ethyl, propyl, and butyl;

Ring B is



;

R^{11}, at each occurrence, is independently selected from H, C_1-C_4 alkoxy, Cl, F, Br, I, CN, NO_2, $NR^{18}R^{19}$, $C(=O)R^{17}$, $C(=O)OR^{17}$, $C(=O)NR^{18}R^{19}$, $S(=O)_2NR^{18}R^{19}$, CF_3;

C_1-C_6 alkyl optionally substituted with 0-3 R^{11a};

C_6-C_{10} aryl substituted with 0 3 R^{11b};
C_3-C_{10} carbocycle substituted with 0-3 R^{11b}; or
5 to 10 membered heterocycle containing 1 to 4 heteroatoms selected from nitrogen, oxygen, and sulphur, wherein said 5 to 10 membered heterocycle is substituted with 0-3 R^{11b};

R^{11a}, at each occurrence, is independently selected from H, C_1-C_6 alkyl, OR^{14}, Cl, F, Br, I, =O, CN, NO_2, $NR^{15}R^{16}$, CF_3, or phenyl substituted with 0-3 R^{11b};

R^{11b}, at each occurrence, is independently selected from H, OH, Cl, F, Br, I, CN, NO_2, $NR^{15}R^{16}$, CF_3, acetyl, SCH_3, $S(=O)CH_3$, $S(=O)_2CH_3$, C_1 C_6 alkyl, C_1-C_4 alkoxy, C_1-C_4 haloalkyl, and C_1-C_4 haloalkoxy;

Z is C_1-C_6 alkyl substituted with 1-3 R^{12};
C_2-C_4 alkenyl substituted with 1-3 R^{12};
C_2-C_4 alkynyl substituted with 1-3 R^{12};
C_6-C_{10} aryl substituted with 0-4 R^{12b};
C_3-C_{10} carbocycle substituted with 0-4 R^{12b}; or
5 to 10 membered heterocycle containing 1 to 4 heteroatoms selected from nitrogen, oxygen, and sulphur, wherein said 5 to 10 membered heterocycle is substituted with 0-3 R^{12b};

R^{12}, at each occurrence, is independently selected from
C_6-C_{10} aryl substituted with 0-4 R^{12b};
C_3-C_{10} carbocycle substituted with 0-4 R^{12b}; or
5 to 10 membered heterocycle containing 1 to 4 heteroatoms selected from nitrogen, oxygen, and sulphur, wherein said 5 to 10 membered heterocycle is substituted with 0-3 R^{12b};

R^{12b}, at each occurrence, is independently selected from
H, OH, Cl, F, Br, I, CN, NO_2, $NR^{15}R^{16}$, CF_3, acetyl, SCH_3, $S(=O)CH_3$, $S(=O)_2CH_3$, C_1-C_6 alkyl, C_1-C_4 alkoxy, C_1-C_4 haloalkyl, and C_1-C_4 haloalkoxy;

R^{13}, at each occurrence, is independently selected from
H, OH, C_1-C_6 alkyl, C_1-C_4 alkoxy, Cl, F, Br, I, CN, NO_2, $NR^{15}R^{16}$, and CF_3;

R^{14} is H, phenyl, benzyl, C_1-C_6 alkyl, or C_2-C_6 alkoxyalkyl;

R^{14a} is H, phenyl, benzyl, methyl, ethyl, propyl, or butyl;

R^{15}, at each occurrence, is independently selected from H, C_1-C_6 alkyl, benzyl, phenethyl, (C_1-C_6 alkyl)-C(=O) , and (C_1-C_6 alkyl)-S(=O)2-;

R^{16}, at each occurrence, is independently selected from
H, OH, C_1-C_6 alkyl, benzyl, phenethyl,
(C_1-C_6 alkyl)-C(=O)-, and (C_1-C_6 alkyl)-S(=O)2-;

R^{17} is H, C_1-C_6 alkyl, C_2-C_6 alkoxyalkyl,
aryl substituted by 0-4 R^{17a}, or
-CH_2-aryl substituted by 0-4 R^{17a};

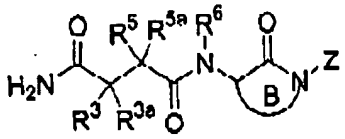
R^{17a} is H, methyl, ethyl, propyl, butyl, methoxy, ethoxy, propoxy, butoxy, -OH, F, Cl, Br, I,
CF_3, OCF_3, SCH_3, $S(O)CH_3$, SO_2CH_3, -NH_2, -$N(CH_3)_2$, or C_1-C_4 haloalkyl;

R^{18}, at each occurrence, is independently selected from
H, C_1-C_6 alkyl, phenyl, benzyl, phenethyl,
(C_1-C_6 alkyl)-C(=O)-, and (C_1-C_6 alkyl)-S(=O)2-; and

R^{19}, at each occurrence, is independently selected from
H, OH, C_1-C_6 alkyl, phenyl, benzyl, phenethyl,
(C_1-C_6 alkyl) C(=O)-, and (C_1-C_6 alkyl)-S(=O)2-;

provided, when R^{13} is H,
then Z is C_4-C_6 alkyl substituted with 1-3 R^{12};
C_2-C_4 alkenyl substituted with 1-3 R^{12}; or
C_2-C_4 alkynyl substituted with 1-3 R^{12}.

61. (NEW) A compound according to Claim 13 of Formula (Ia'')



(Ia'')

or a pharmaceutically acceptable salt thereof,
wherein:

R^3 is $(CHR^7)_n$-R^4,

n is 0 or 1;

R^{3a} is H, OH, methyl, ethyl, propyl, butyl, methoxy, ethoxy, propoxy, butoxy, allyl, or 3-buten-1-yl;

R^4 is H, OH, OR^{14a},
C_1-C_4 alkyl substituted with 0-2 R^{4a},
C_2-C_4 alkenyl substituted with 0-2 R^{4a},
C_2-C_4 alkynyl substituted with 0-1 R^{4a},
C_3 C_6 carbocycle substituted with 0 3 R^{4b},
C_6-C_{10} aryl substituted with 0-3 R^{4b}, or
5 to 6 membered heterocycle containing 1 to 4 heteroatoms selected from nitrogen, oxygen, and sulphur, wherein said 5 to 6 membered heterocycle is substituted with 0-3 R^{4b};

R^{4a}, at each occurrence, is independently selected from H, F, Cl, Br, I, CF_3,
C_3-C_6 carbocycle substituted with 0-3 R^{4b},
phenyl substituted with 0-3 R^{4b}, or

5 to 6 membered heterocycle containing 1 to 4 heteroatoms selected from nitrogen, oxygen, and sulphur, wherein said 5 to 6 membered heterocycle is substituted with 0-3 R^{4b};

R^{4b}, at each occurrence, is independently selected from H, OH, Cl, F, Br, I, CN, NO_2, $NR^{15}R^{16}$, CF_3, acetyl, SCH_3, $S(=O)CH_3$, $S(=O)_2CH_3$, C_1-C_4 alkyl, C_1-C_3 alkoxy, C_1-C_2 haloalkyl, and C_1 C_2 haloalkoxy;

R^5 is H, OR^{14};
C_1-C_4 alkyl substituted with 0-3 R^{5b};
C_2-C_4 alkenyl substituted with 0-3 R^{5b};
C_2-C_4 alkynyl substituted with 0-3 R^{5b};

R^{5a} is H, methyl, ethyl, propyl, or butyl;

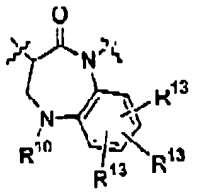
R^{5b}, at each occurrence, is independently selected from:
H, methyl, ethyl, propyl, butyl, CF_3, OR^{14}, Cl, F, Br, I, =O;
C_3-C_6 carbocycle substituted with 0-3 R^{5c};
phenyl substituted with 0-3 R^{5c}; or
5 to 6 membered heterocycle containing 1 to 4 heteroatoms selected from nitrogen, oxygen, and sulphur, wherein said 5 to 6 membered heterocycle is substituted with 0-3 R^{5c};

R^{5c}, at each occurrence, is independently selected from H, OH, Cl, F, Br, I, CN, NO_2, $NR^{15}R^{16}$, CF_3, acetyl, SCH_3, $S(=O)CH_3$, $S(=O)_2CH_3$, C_1-C_4 alkyl, C_1-C_3 alkoxy, C_1-C_2 haloalkyl, and C_1-C_2 haloalkoxy;

R^6 is H;

R^7, at each occurrence, is independently selected from H, F, CF_3, methyl, and ethyl;

Ring B is



;

R^{10} is H, $C(=O)R^{17}$, $C(=O)OR^{17}$;
C_1-C_4 alkyl optionally substituted with 0-1 R^{10a};
phenyl substituted with 0-4 R^{10b};
C_3-C_6 carbocycle substituted with 0-3 R^{10b}; or
5 to 6 membered heterocycle containing 1 to 4 heteroatoms selected from nitrogen, oxygen, and sulphur, wherein said 5 to 6 membered heterocycle is substituted with 0-3 R^{10b};

R^{10a} is selected from H, C_1-C_4 alkyl, OR^{14}, Cl, F, Br, I, =O, CN, NO_2, $NR^{15}R^{16}$, CF_3, or phenyl substituted with 0-4 R^{10b};

R^{10b}, at each occurrence, is independently selected from H, OH, C_1-C_4 alkyl, C_1-C_3 alkoxy, Cl, F, Br, I, CN, NO_2, $NR^{15}R^{16}$, or CF_3;

Z is C_1-C_4 alkyl substituted with 1-3 R^{12};
C_2-C_4 alkenyl substituted with 1-3 R^{12};
C_2-C_4 alkynyl substituted with 1-3 R^{12};
C_6-C_{10} aryl substituted with 0-4 R^{12b};
C_3-C_6 carbocycle substituted with 0-4 R^{12b}; or
5 to 10 membered heterocycle containing 1 to 4 heteroatoms selected from nitrogen, oxygen, and sulphur, wherein said 5 to 6 membered heterocycle is substituted with 0-3 R^{12b};

R^{12}, at each occurrence, is independently selected from
C_6-C_{10} aryl substituted with 0-4 R^{12b};
C_3-C_6 carbocycle substituted with 0-4 R^{12b}; or

5 to 10 membered heterocycle containing 1 to 4 heteroatoms selected from nitrogen, oxygen, and sulphur, wherein said 5 to 10 membered heterocycle is substituted with 0-3 R^{12b};

R^{12b}, at each occurrence, is independently selected from
H, OH, Cl, F, $NR^{15}R^{16}$, CF_3, acetyl, SCH_3, $S(=O)CH_3$, $S(=O)_2CH_3$, C1 C4 alkyl, C1 C3 alkoxy, C1-C2 haloalkyl, and C1 C2 haloalkoxy;

R^{13}, at each occurrence, is independently selected from
H, OH, C1-C6 alkyl, C1-C4 alkoxy, Cl, F, Br, I, CN, NO_2, $NR^{15}R^{16}$, and CF_3;

R^{14} is H, phenyl, benzyl, C1-C4 alkyl, or C2-C4 alkoxyalkyl;

R^{15}, at each occurrence, is independently selected from H, C1-C4 alkyl, benzyl, phenethyl, (C1-C4 alkyl)-C(=O)-, and (C1-C4 alkyl)-S(=O)2-;

R^{16}, at each occurrence, is independently selected from
H, OH, C1-C4 alkyl, benzyl, phenethyl,
(C1-C4 alkyl)-C(=O)-, and (C1-C4 alkyl)-S(=O)2-;

R^{17} is H, methyl, ethyl, propyl, butyl, methoxymethyl, ethoxymethyl, methoxyethyl, ethoxyethyl,
phenyl substituted by 0-3 R^{17a}, or
-CH_2-phenyl substituted by 0-3 R^{17a};

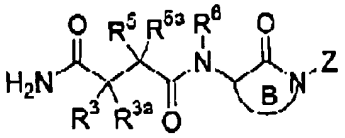
R^{17a} is H, methyl, methoxy, -OH, F, Cl, CF_3, or OCF_3;

R^{18}, at each occurrence, is independently selected from
H, methyl, ethyl, propyl, butyl, phenyl, benzyl, and phenethyl; and

R^{19}, at each occurrence, is independently selected from
H, methyl, and ethyl;

provided, when R^{13} is H,
then Z is butyl substituted with 1-3 R^{12};
C_2-C_4 alkenyl substituted with 1-3 R^{12}; or
C_2-C_4 alkynyl substituted with 1-3 R^{12}.

62. (NEW) A compound according to Claim 13 of Formula (Ia")



(Ia")

or a pharmaceutically acceptable salt thereof,
wherein:

R^3 is $-(CHR^7)_n-R^4$,

n is 0 or 1;

R^{3a} is H, OH, methyl, ethyl, propyl, butyl, methoxy, ethoxy, propoxy, butoxy, allyl, or 3 buten-1-yl;

R^4 is H, OH, OR^{14a},
C_1-C_4 alkyl substituted with 0-2 R^{4a},
C_2-C_4 alkenyl substituted with 0-2 R^{4a},
C_2-C_4 alkynyl substituted with 0-1 R^{4a},
C_3-C_6 carbocycle substituted with 0-3 R^{4b},
C_6-C_{10} aryl substituted with 0-3 R^{4b}, or

5 to 6 membered heterocycle containing 1 to 4 heteroatoms selected from nitrogen, oxygen, and sulphur, wherein said 5 to 6 membered heterocycle is substituted with 0-3 R^{4b};

R^{4a}, at each occurrence, is independently selected from H, F, Cl, Br, I, CF_3, C_3-C_6 carbocycle substituted with 0-3 R^{4b}, phenyl substituted with 0-3 R^{4b}, or 5 to 6 membered heterocycle containing 1 to 4 heteroatoms selected from nitrogen, oxygen, and sulphur, wherein said 5 to 6 membered heterocycle is substituted with 0-3 R^{4b};

R^{4b}, at each occurrence, is independently selected from H, OH, Cl, F, Br, I, CN, NO_2, $NR^{15}R^{16}$, CF_3, acetyl, SCH_3, $S(=O)CH_3$, $S(=O)_2CH_3$, C_1-C_4 alkyl, C_1-C_3 alkoxy, C_1-C_2 haloalkyl, and C_1-C_2 haloalkoxy;

R^5 is H, OR^{14};
C_1-C_4 alkyl substituted with 0-3 R^{5b};
C_2-C_4 alkenyl substituted with 0-3 R^{5b};
C_2-C_4 alkynyl substituted with 0-3 R^{5b};

R^{5a} is H, methyl, ethyl, propyl, or butyl;

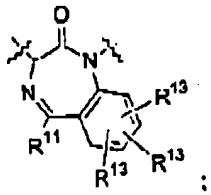
R^{5b}, at each occurrence, is independently selected from:
H, methyl, ethyl, propyl, butyl, CF_3, OR^{14}, Cl, F, Br, I, =O;
C_3-C_6 carbocycle substituted with 0-3 R^{5c};
phenyl substituted with 0-3 R^{5c}; or
5 to 6 membered heterocycle containing 1 to 4 heteroatoms selected from nitrogen, oxygen, and sulphur, wherein said 5 to 6 membered heterocycle is substituted with 0-3 R^{5c};

R^{5c}, at each occurrence, is independently selected from H, OH, Cl, F, Br, I, CN, NO_2, $NR^{15}R^{16}$, CF_3, acetyl, SCH_3, $S(=O)CH_3$, $S(=O)_2CH_3$, C_1-C_4 alkyl, C_1-C_3 alkoxy, C_1-C_2 haloalkyl, and C_1-C_2 haloalkoxy;

R^6 is H;

R^7, at each occurrence, is independently selected from H, F, CF_3, methyl, and ethyl;

Ring B is



;

R^{11} is selected from
H, C_1-C_4 alkoxy, Cl, F, $NR^{18}R^{19}$, $C(=O)R^{17}$, $C(=O)OR^{17}$, CF_3;
C_1-C_6 alkyl optionally substituted with 0-3 R^{11a};
C_6-C_{10} aryl substituted with 0-3 R^{11b};
C_3-C_6 carbocycle substituted with 0-3 R^{11b}; or
5 to 6 membered heterocycle containing 1 to 4 heteroatoms selected from nitrogen, oxygen, and sulphur, wherein said 5 to 6 membered heterocycle is substituted with 0-3 R^{11b};

R^{11a}, at each occurrence, is independently selected from H, C_1-C_4 alkyl, OR^{14}, F, =O, $NR^{15}R^{16}$, CF_3, or phenyl substituted with 0-3 R^{11b};

R^{11b}, at each occurrence, is independently selected from H, OH, Cl, F, $NR^{15}R^{16}$, CF_3, C_1-C_4 alkyl, C_1-C_3 alkoxy, C_1-C_2 haloalkyl, and C_1-C_2 haloalkoxy;

Z is C_1-C_4 alkyl substituted with 1-3 R^{12};
C_2-C_4 alkenyl substituted with 1-3 R^{12};
C_2-C_4 alkynyl substituted with 1-3 R^{12};
C_6-C_{10} aryl substituted with 0-4 R^{12b};
C_3-C_6 carbocycle substituted with 0-4 R^{12b}; or

5 to 10 membered heterocycle containing 1 to 4 heteroatoms selected from nitrogen, oxygen, and sulphur, wherein said 5 to 6 membered heterocycle is substituted with 0-3 R^{12b};

R^{12}, at each occurrence, is independently selected from
C_6-C_{10} aryl substituted with 0-4 R^{12b};
C_3-C_6 carbocycle substituted with 0-4 R^{12b}; or
5 to 10 membered heterocycle containing 1 to 4 heteroatoms selected from nitrogen, oxygen, and sulphur, wherein said 5 to 10 membered heterocycle is substituted with 0-3 R^{12b};

R^{12b}, at each occurrence, is independently selected from
H, OH, Cl, F, $NR^{15}R^{16}$, CF_3, acetyl, SCH_3, $S(=O)CH_3$, $S(=O)_2CH_3$, C_1-C_4 alkyl, C_1-C_3 alkoxy, C_1-C_2 haloalkyl, and C_1-C_2 haloalkoxy;

R^{13}, at each occurrence, is independently selected from
H, OH, C_1-C_6 alkyl, C_1-C_4 alkoxy, Cl, F, Br, I, CN, NO_2, $NR^{15}R^{16}$, and CF_3;

R^{14} is H, phenyl, benzyl, C_1-C_4 alkyl, or C_2-C_4 alkoxyalkyl;

R^{15}, at each occurrence, is independently selected from H, C_1-C_4 alkyl, benzyl, phenethyl, (C_1-C_4 alkyl)-C(=O)-, and (C_1-C_4 alkyl)-S(=O)2-;

R^{16}, at each occurrence, is independently selected from
H, OH, C_1-C_4 alkyl, benzyl, phenethyl,
(C_1-C_4 alkyl)-C(=O)-, and (C_1-C_4 alkyl)-S(=O)2-;

R^{17} is H, methyl, ethyl, propyl, butyl, methoxymethyl, ethoxymethyl, methoxycthyl, ethoxyethyl,
phenyl substituted by 0-3 R^{17a}, or
-CH_2-phenyl substituted by 0-3 R^{17a};

R^{17a} is H, methyl, methoxy, -OH, F, Cl, CF_3, or OCF_3;

R^{18}, at each occurrence, is independently selected from
H, methyl, ethyl, propyl, butyl, phenyl, benzyl, and phenethyl; and

R^{19}, at each occurrence, is independently selected from
H, methyl, and ethyl;

provided, when R^{13} is H,
then Z is butyl substituted with 1-3 R^{12};
C_2-C_4 alkenyl substituted with 1 3 R^{12}; or
C_2-C_4 alkynyl substituted with 1 3 R^{12}.

63. (NEW) A pharmaceutical composition comprising a compound according to Claim 57 and a pharmaceutically acceptable carrier.

64. (NEW) A pharmaceutical composition comprising a compound according to Claim 58 and a pharmaceutically acceptable carrier.

65. (NEW) A pharmaceutical composition comprising a compound according to Claim 59 and a pharmaceutically acceptable carrier.

66. (NEW) A pharmaceutical composition comprising a compound according to Claim 60 and a pharmaceutically acceptable carrier.

67. (NEW) A pharmaceutical composition comprising a compound according to Claim 61 and a pharmaceutically acceptable carrier.

68.(NEW) A pharmaceutical composition comprising a compound according to Claim 62 and a pharmaceutically acceptable carrier.

69.(NEW) A method for the treatment of Alzheimer's Disease comprising administering to a host in need of such treatment a therapeutically effective amount of a compound of Claim 57.

70.(NEW) A method for the treatment of Alzheimer's Disease comprising administering to a host in need of such treatment a therapeutically effective amount of a compound of Claim 58.

71. (NEW) A method for the treatment of Alzheimer's Disease comprising administering to a host in need of such treatment a therapeutically effective amount of a compound of Claim 59.

72. (NEW) A method for the treatment of Alzheimer's Disease comprising administering to a host in need of such treatment a therapeutically effective amount of a compound of Claim 60.

73. (NEW) A method for the treatment of Alzheimer's Disease comprising administering to a host in need of such treatment a therapeutically effective amount of a compound of Claim 61.

74.(NEW) A method for the treatment of Alzheimer's Disease comprising administering to a host in need of such treatment a therapeutically effective amount of a compound of Claim 62.